

BYLAWS OF LIVERMORE MOMS (based on CA Model Bylaws for a Nonprofit Nonmembership Corporation)

ARTICLE 1: NAME

The name of this corporation is Livermore Moms (hereinafter “LM”).

ARTICLE 2: PURPOSES

This corporation has been formed to give parents, expectant parents, legal guardians, and their children of all ages with a social, educational, and recreational resource in the Livermore community and surrounding area. The club may also support organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

LM is not political, partisan or sectarian. LM activities will not attempt to influence legislation or any political campaign, nor will LM endorse political candidates. Membership is open to any parent or legal guardian regardless of gender, race, religious beliefs, sexual orientation or political affiliation. If it were to become necessary to best serve LM membership, total membership size may be limited or capped at a future date at the discretion of the Board.

In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes. This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE 3: PRINCIPAL OFFICE

The initial principal office of the corporation shall be located in the City of Livermore, County of Alameda, State of California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within said city and county. The Board of Directors may at any time establish branch offices at any place where the corporation is qualified to do business.

ARTICLE 4: NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the “Law”) for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: MEMBERSHIP

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code. The corporation may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

ARTICLE 6: BOARD OF DIRECTORS

Section 1. Powers.

Subject to the provisions and limitations of the Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (hereinafter "Board"). The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to the Executive Board, or another person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors.

The authorized number of directors of the corporation shall not be less than three (3) nor more than forty (40), until changed by amendment of the Articles of Incorporation or these bylaws.

Section 3. Election, Designation, and Term of Office of Directors.

- (a) The term of office of each director shall be thirteen (13) months beginning May 1 and ending June 1.
- (b) If any annual meeting is not held or the directors are not appointed at the annual meeting, the directors may be appointed at any meeting of the Board after completing an interview with at least one of the Co-Chairpersons.
- (c) Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- (d) Directors may not serve more than two (2) consecutive terms in the same position. The partial term of a director appointed to fill a vacancy before December 2 shall count as a full term toward the term limit. In no event may any member of the Board of Directors hold the same position for more than two consecutive terms.
- (e) The corporation intends that the Board of Directors shall collectively represent a diversity of relevant backgrounds and skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of LM’s activities.

Section 4. Vacancies.

A vacancy on the Board shall exist on the occurrence of the following:

- (a) the death, resignation, or removal of any director;
- (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court,

- convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a director, or has missed two (2) consecutive meetings of the Board of Directors or a total of four (4) meetings of the Board during any one (1) fiscal year without obtaining permission from a Co-Chairperson;
- (c) an increase in the authorized number of directors; or
 - (d) the failure of the directors, at any annual or other meeting of directors at which any director or directors are to be elected, to elect the full authorized number of directors.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in the manner set forth in Article 6, Section 5, that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign at any time upon giving written notice to a Co-Chairperson, the Treasurer, or the Board of Directors (preferably with 30 days' notice) without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. If such notice is served to a Co-Chairperson or Treasurer, that officer shall notify the Board within seven (7) days. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

Unless the California Attorney General is first notified, no Co-Chairperson may resign when the corporation would then be left without a duly elected director in charge of its affairs.

Vacancies on the Board other than that of a Co-Chairperson may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A candidate for Co-Chairperson must have been a member of the Board for at least the six (6) months immediately prior to the date of assuming Co-Chairperson responsibilities, unless no Director fulfills that criterion, in which case any member who has previously served on the board shall be eligible; if no member fulfills those criteria, then any member who has never been in bad standing shall be eligible.

If more than one candidate is interested in a Co-Chairperson vacancy, the Board shall vote by secret ballot. Provided a quorum is met, a majority shall determine the winner. If a quorum is not present, voting shall be tabled until a quorum is present.

Section 5. Meetings.

(a) Annual Meeting

The Board of Directors shall hold an annual meeting in April of each year for the purpose of electing directors and officers of the corporation and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth below for meetings.

(b) Regular Meetings of the Board

Other regular meetings of the Board shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice. Meetings may be held at any place designated by resolution of the Board, or, if not designated, at the principal office of the corporation. Special meetings shall be held at any place designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the corporation.

Notwithstanding the above, any meeting may be held at any place consented to in writing by all the directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting.

(c) Remote Attendance

Any meeting may be held by conference telephone or other communications equipment permitted by the law, as long as all directors participating in the meeting can communicate with one another and all other requirements of the law are satisfied. All such directors shall be deemed to be present in person at such meeting.

(d) Notice

Meetings of the Board shall be held on the fourth (4th) Monday of each month. Notice need not be provided to Directors for these ongoing meetings except when this day falls on a holiday, the meeting shall be rescheduled to an alternate date and notice must be given.

Meetings for any purpose may be called at any time by the Co-Chairpersons, treasurer, or any two (2) directors.

Notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by telephone, electronic mail, or the Directors' online discussion board at least forty-eight (48) hours prior to the meeting. The notice need not specify the purpose of the meeting.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the

meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Action at a Meeting.

Presence of a majority of the directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these bylaws, or the law. Directors may not vote by proxy, but they may submit votes online when that option is made available. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these bylaws or the Law.

Each Director shall keep an ongoing record of all issues and information pertaining to their position, and shall come to meetings prepared to give a summary of activities for the month.

Section 7. Adjourned Meeting and Notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 6, Section 5.

Section 8. Action Without a Meeting.

The Board of Directors may take any required or permitted action without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the Law.

Section 9. Fees and Compensation.

Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 7, Section 2, as may be fixed or determined by resolution of the Board of Directors. Directors may not be compensated for rendering services to this corporation in any capacity other than director, unless such compensation is reasonable and approved as provided in Article 7, Section 4.

Section 10. Expectations.

Directors are expected to attend LM monthly general meetings, new member welcome parties, and as many other LM functions as possible.

Upon resignation or completion of term, a Director shall return all materials and property relevant to her/his position to a member of the Executive Board within three business days.

ARTICLE 7: STANDARD OF CARE

Section 1. General.

A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. These duties include, but are not limited to, staying within the budget set for that Director's position unless and until a deviation is approved by the Board.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Conflict of Interest policy contained below in Article 7, Section 3, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 2. Loans.

This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in

performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Conflict of Interest.

The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

- (a) Definitions. Unless otherwise defined, the terms used in this section have the following meanings:
 - a. "Interested Persons" - Any director, principal officer, or member of a committee with governing Board delegated powers, which 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:
 - i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - iii. 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. 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.
- (b) Procedures
 - a. Duty To Disclose.
 - i. 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, who are considering the proposed transaction or arrangement.
 - b. Determining Whether A Conflict Of Interest Exists.
 - i. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a

conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

- c. Procedure For Addressing The Conflict Of Interest. In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:
 - i. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The Co-Chairpersons shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board shall 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.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote 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. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.
- (c) Violations Of The Conflict Of Interest Policy. If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- (d) Records And Procedures. The minutes of the Board and shall contain:
 - i. 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 Board's decision as to whether a conflict of interest in fact existed.
 - ii. 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 4. Indemnification.

To the fullest extent permitted by law, this corporation shall indemnify its "agents", as described in Section 5238(a) of California law, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, 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 said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 7, Section 5.

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 in defending any "proceeding" shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 8: COMMITTEES

Section 1. Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws.

Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the Law, would also require the affirmative vote of the members if this were a membership corporation.
- (b) Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the Board.
- (c) Fix compensation of the directors for serving on the Board or on any committee.

- (d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- (f) Appoint any other committees of the Board of Directors or their members.
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- (h) Approve any self-dealing transaction, except as provided by Section 5233 of the Law.
- (i) Bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 2. Meetings and Actions of Committees.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these bylaws, concerning meetings and actions of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

Section 3. Executive Committee.

An Executive Committee consisting of the Co-Chairpersons, the secretary, and the treasurer, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated above in Article 8, Section 1. The secretary shall email each director or post to the LM Board online forum a summary report of the business conducted at any meeting of the Executive Committee.

The executive Board of Directors shall develop a proposed budget for the upcoming fiscal year by the April board meeting. The Board must approve the proposed budget at that meeting for the budget to be adopted; otherwise appropriate amendments will be made and the budget discussed and approved at the next board meeting. The wants and needs of the general membership shall be taken into consideration with regard to all budgeting matters.

ARTICLE 9: OFFICERS

Section 1. Officers.

The officers of the corporation shall consist of two Co-Chairpersons, a treasurer, and a secretary. The same person may hold any number of offices temporarily, except that the treasurer may not serve concurrently as a Co-Chairperson, nor may one person concurrently fill both Co-Chairperson positions. In addition to the duties specified in this Article, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time to time assign.

The officers shall be chosen by the Board at its annual meeting, and shall serve at the pleasure of the Board.

Any officer may be removed with or without cause by the Board.

Directors will not be compensated initially. The Board of Directors may in the future fix or determine compensation by resolution of the Board of Directors.

Section 2. Co-Chairpersons.

(a) Terms of Office.

LM shall have two Co-Chairpersons serving in staggered terms beginning June 1 and January 1. The Board will vote on a new Co-Chairperson in November and April of each year, and the Co-Chairperson-elect will shadow the outgoing Co-Chairperson for one month prior to the commencement of the new term.

(b) Duties and Powers.

Subject to the control, advice and consent of the Board of Directors, the Co-Chairpersons shall, in general, supervise and conduct the activities and operations of the corporation, keep the Board of Directors fully informed, and freely consult with them concerning the activities of the corporation. The Co-Chairpersons shall see that all orders and resolutions of the Board are carried into effect. Either Co-Chairperson shall be empowered to act, speak for, or otherwise represent the corporation between meetings of the Board. The Co-Chairpersons are authorized to contract, receive, deposit, disburse, and account for funds of the corporation; to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the corporation; and to negotiate all material business transactions of the corporation. Each Co-Chairperson shall have equal privileges of ownership of the post office box, storage unit, and moderated online discussion boards for both general LM membership and for the Board of Directors.

Section 3. Secretary.

The secretary shall keep the minutes of all such meetings in books proposed for that purpose and disseminate them via the online discussion board and email for review and approval of all Directors prior to the subsequent board meeting.

Section 4. Treasurer.

The treasurer or her/his designee shall be custodian of all records and documents of the corporation which are to be kept at the principal office of the corporation. The treasurer shall also keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board of Directors, and shall render to the chairperson, president and directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the corporation.

The Co-Chairpersons shall also have full access to and signing privileges on all financial, tax, insurance, and other corporate accounts and records.

ARTICLE 10: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments.

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by a Co-Chairperson and by the secretary or treasurer or any assistant secretary or assistant treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2. Loans and Contracts.

No loans or advances shall be contracted on behalf of the corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

ARTICLE 11: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws.

The secretary shall keep the original or a copy of the Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.

The treasurer shall keep a copy of the federal tax exemption application and LM's annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records.

The corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation.

The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the chairperson or president, in good order and within one (1) week, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office. After turning over electronic information, the officer, employee or agent shall delete all sensitive or confidential LM information from her/his computer(s) and/or other devices.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents at the inspector's expense.

Section 4. Preparation of Annual Financial Statements.

The corporation shall prepare annual financial statements using generally accepted accounting principles. If LM's annual gross receipts exceed \$500,000, then such statements shall be audited by an independent certified public accountant in conformity with generally accepted accounting standards, under supervision of an Audit Committee established by these bylaws. The corporation shall make these financial statements available to the California Attorney General and members of the public for inspection no later than nine (9) months after the close of the fiscal year to which the statements relate.

Section 5. Reports.

The Board shall cause an annual report to be posted to the LM Board online forum within 120 days after the end of the corporation's fiscal year, containing the following information:

- (a) The assets and liabilities, including any trust funds, of this corporation at the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year; and
- (e) The information required by Section 6322 of the Law concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report 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.

ARTICLE 12: FISCAL YEAR

The fiscal year for this corporation shall begin on June 1 and shall end on May 31.

ARTICLE 13: AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

ARTICLE 14: MEMBERSHIP

Section 1. Member Definition and Expectations.

A member of LM is any expectant parent, or current parent or legal guardian with children of any age who has paid the current LM dues (or received a scholarship per Article 14, Section 6 below).

A member who has committed to a function or committee meeting who finds herself unable to attend that function or committee meeting should contact the appropriate member to cancel.

General meetings will be held at 7:00 p.m. on the second Monday of each month. The topic and venue will be announced in advance. General meetings are for adults only, but infants up to six months of age are welcome. All members are encouraged to attend all LM general meetings, parties, social events, and other activities.

Members are expected to read and abide by the current guidelines governing the LM online forum.

All members in good standing are also eligible to be appointed to the Board of Directors, subject to the Co-Chairpersons' interview and Board approval.

Section 2. Disciplinary Matters.

(a) Prohibited Behaviors

Acts of physical aggression at any LM affiliated event will result in immediate termination of membership.

Use of inappropriate language (swearing, racial or lifestyle slurs, or threats or perceived threats of any kind) will result in expulsion from the event and a written warning being sent to the Member's most recent email address on file, usually the email address provided with the membership application.

Parents are always solely responsible for the safety and behavior of their children at LM functions. By attending any LM function, Members and their guests affirm that they release LM from all claims of liability for any injury or insult between attendees (including but not limited to LM-sponsored events).

In the interest of the health and safety of all Members, sick/ill children and adults should not attend playgroups, special interest groups, sub clubs or other LM activities.

If one member has a personal conflict with another member, it is expected that they will use direct communication as a first means to resolve the issue. LM is always available for consultation on LM related confusions, disputes, or information sought, but shall not be available as a form of mediation.

(b) Consequences of Violations.

Any violation of these bylaws will result in a written warning being sent to the Member's most recent email address on file, which will default to the email address provided with the membership application.

Upon issuance of a second warning within a 12-month period, the offending member will be deemed a Member in Bad Standing.

Members committing a third infraction within a 12-month period will be issued a Notice of Termination of Membership by email and certified mail. Terminated

Members will not be eligible to rejoin LM for 24 months from the date of the third infraction.

Members in Bad Standing are restricted in the following ways for a 12-month period beginning the date the 2nd infraction is issued:

- 1.) May not serve on the Board of Directors;
- 2.) May not head sub clubs, committees, special interest groups, playgroups, or any other LM groups;
- 3.) Will have all postings to LM online discussion groups moderated by the Online Moderators.

(c) Reinstatement.

LM officers will keep a record of member infractions of bylaws. After a Member in Bad Standing satisfies a 12-month probation period without further infractions, the member will be reinstated to good standing. That person is then eligible to pay a full year's dues to rejoin LM, and prior infractions will no longer count against the Member's record.

(d) Termination of Membership.

Any member may voluntarily terminate her/his membership at any time for any reason with written notification to the Membership Coordinator or a Co-Director.

Any termination of membership, whether voluntary or disciplinary, will result in loss of dues paid for current year.

Section 3. Prospective Members.

Prospective members of LM (expectant parents, or current parents or legal guardians with children of any age) are welcome to attend LM general meetings. All other LM events are open to LM members only.

A prospective member may attend up to two LM general meetings in a fiscal year. If the prospective member wishes to attend any further LM events, she must pay dues to become a member.

Section 4. Solicitation Policy.

Members shall not use the directory or the online discussion group information to solicit members. The only acceptable forms of solicitation of Members will be advertisement in the monthly newsletter, on online discussion groups per online discussion group guidelines, and by any other means approved by the Board.

Any Member who uses membership contact information for the sole purpose of soliciting other Members, or who sells or transfers membership contact information to a non-Member for such purposes, shall have her/his membership immediately terminated, or may be subject to other lesser penalties at the Board's discretion.

Paid advertisements in LM monthly newsletters and other LM publications are neither endorsed nor reviewed by LM.

Section 5. Dues.

LM dues are due by 11:59 p.m. on May 31. This covers the period from the following June 1 to May 31. Dues are prorated on a quarterly basis solely for new members joining after the first quarter of the fiscal year. Members who have not paid their annual dues by 11:59 p.m. on May 31 will be dropped from all LM group rosters and online communities on June 1 and can expect up to a 2-week delay for reinstatement upon payment.

LM dues are determined on an annual basis and are subject to change. Any change in dues must be approved by a majority vote by the Board in which a quorum is present.

The fee for returned items will consist of any fees incurred by LM bank plus a \$10.00 administrative fee.

LM will not give refunds on dues or admission fees to LM events.

Section 6. Scholarships

A limited number of scholarships for LM dues will be available upon request of prospective or current Members only when donations permit.

A committee comprised of the two Co-Chairpersons and the Membership Coordinator will be responsible for awarding the scholarships.

Identity of those receiving such scholarships shall be maintained as confidentially as possible in accordance with rules established by the scholarship committee.

ARTICLE 15: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently acting secretary of Livermore Moms, a California nonprofit public benefit corporation, and the above bylaws, consisting of ___ pages, are the bylaws of this corporation as adopted by the Board of Directors on _____, 20__, and that they have not been amended or modified since that date.

Executed on this ___ day of _____, 20__, at Livermore, California.

Secretary