

BYLAWS  
OF  
NORTH OF MONTANA NEIGHBORHOOD ASSOCIATION  
A California Nonprofit Public Benefit Corporation

I. NAME

The name of this Corporation shall be the North of Montana Neighborhood Association (NOMA).

II. TERRITORY

NOMA represents the area in the city of Santa Monica, California, that lies within the following geographic boundaries:

North: City limits

South: Montana Ave., north side of the street.

East: City limits

West: Ocean Avenue

III. PURPOSES

1. General purpose. NOMA is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person.

2. Specific purposes. NOMA's mission is to protect, conserve and enhance the quality of life and the character of the residential neighborhood north of Montana, and to advocate on the neighborhood's behalf. In support of this mission, NOMA will:

- a. Provide a welcoming monthly public forum for identifying and discussing issues of shared concern;
- b. Educate neighbors about neighborhood and citywide issues, elections, and matters of shared concern;
- c. Enhance communication between the city government and the neighborhood;
- d. Facilitate and encourage social activities within the neighborhood;
- e. Promote resident involvement and participation in all issues affecting the neighborhood, including but not limited to land use, zoning, traffic, public health and safety and education.

IV. OFFICES

1. Principal Office. The corporation's principal office shall be fixed and located at such a place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

## V. MEMBERSHIP

1. Membership qualifications. Membership in NOMA shall be open to all persons, aged 18 years or older, who

- a. Live or own property or a business or work within the boundaries of NOMA, as defined in Article II of these bylaws; and;
- b. Have contributed to this Corporation the yearly dues set by the Board of Directors, or are Lifetime Members as defined in Article V, section 4 of these bylaws; and
- c. Are not voting members of any other neighborhood organization in Santa Monica.

2. Membership voting. Each membership shall have one vote, and the holder of the membership must be present to cast a vote.

3. Each individual membership, family membership or business membership shall have one vote.

4. Each Lifetime Membership, which was purchased upon the founding of NOMA, shall have one vote.

5. Term of membership. Membership shall be for one calendar year, or portion, commencing January 1. Membership shall terminate on death or written resignation or upon a 60-day failure to pay annual dues.

6. Membership rights. Members' voting rights are limited to voting for the Board of Directors. Voting Members may become, upon election, full voting members of the Board of Directors.

7. Transferability. No member may transfer his or her membership or any right arising therefrom.

8. Speaking on behalf of the organization. No member, officer or Board member may speak on behalf of the organization on a public issue, or advocate on behalf of the organization or its members, without prior authorization of the Board of Directors.

9. Persons who wish to join the organization but do not meet the criteria set in Article V, sections 1a and/or 1c of these bylaws, may become non-voting members upon payment of the yearly dues set by the board. Non-voting members have no voting rights. Non-voting members may not be elected or appointed to the Board of Directors.

## VI. BOARD OF DIRECTORS

1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the

corporation to any person or persons, a management company, or committees however composed, 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. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all of the other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- (c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d) To set and collect annual contributions or dues from the members.
- (e) To appoint an Executive Committee consisting of the Chair, Vice Chair(s), Secretary, Treasurer and one other Board member, which Executive Committee shall have the power to conduct, manage and control the affairs of the corporation in periods between meetings of the Directors.

2. Number of Directors. The authorized number of directors shall be no more than fifteen (15) until changed by amendment of the Articles or by a Bylaw. The exact number shall be fixed from time to time by the Board and to be indicated in this Section 2. Until a vote of the Board at any regular or special meeting, the authorized number of directors shall be nine (9). Upon creation of one or more new Board positions, the Board shall make interim Board appointments until the next annual or special membership meeting at which elections for the Board of Directors are held.

### 3. Selection and Term of Office.

a. Directors shall serve a term of two (2) years, not including any time served in an interim appointment by the Board of Directors to fill a vacancy or a newly-created Board position.. Directors shall be elected at alternate annual meetings of the Board. Each director shall serve until a successor has been elected and qualified.

b. The Directors shall be elected by written ballot at each annual meeting of the Members. If not elected by written ballot and if any such annual meeting is not held or the Directors are not elected thereat, the Directors may be elected at any special meeting of the Members held for that purpose, with at least thirty (30) days' public notice. No Director may serve on the Board of Directors for more than five (5) consecutive two-year terms. Each Director shall at all times be a Member in good standing. No paid staff person of the Corporation shall at the same time be a Director.

4. Nominating committee. The Board shall provide for the appointment of up to five members of the Association, at least two of whom are not then Directors, to constitute a Nominating Committee. This Committee shall nominate a slate of candidates with at least as many persons as the number of Directors to be elected as Directors for the ensuing term. This slate is to be made public at the meeting preceding the annual meeting.

5. Other nominations. Members of the Association comprising 10% of the membership or 30 members, whichever is less, may also nominate one or more candidates for Director by a petition signed within eleven (11) months preceding the annual meeting at which the election is scheduled and delivered to the board secretary by the date set for the close of nominations.

6. Nomination Procedures.

a. All nominees must be Members of the Association in good standing and must agree to accept the nomination.

b. No person shall be eligible to be a director if (s)he is elected to the City Council or the Rent Control Board or appointed to the Planning Commission of the City of Santa Monica or is elected to the Santa Monica College Board of Trustees or holds office or is a member of the board of directors of any other Santa Monica neighborhood association.

c. Nominations shall be closed no later than four (4) weeks or one regular meeting prior to the annual meeting at which the election is scheduled.

d. The Nominating Committee shall request the nominees individually to submit a statement on behalf of their candidacy after the close of nominations. The Committee shall then file the nominations and statements with the Secretary, with the nominations arranged randomly, to be distributed to all members no later than one (1) week preceding the date set for the election. The form of the statement shall be established by the Nominating Committee.

7. Inspector of election. The Board of Directors shall appoint an Inspector of Election who shall supervise the election, oversee the counting of ballots, tabulate the results, report to the Chair and Secretary in writing the number of votes for each candidate and the names of those elected to serve as Directors. The Inspector of Election shall preserve the ballots for a four (4) month period to facilitate any recount. No Director or nominee may serve as an Inspector of Election.

8. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law any director may resign effective upon giving written notice to the Chair, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

A vacancy in the Board shall be filled by the Board of Directors at a regular or special meeting.

Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director for whom a conservator has been appointed by order of court, or who has been convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

9. Place of Meeting. Meetings of the Board shall be held on the first Thursday of every month at 7 p.m. at the Montana Branch Library, or at any place and time within Santa Monica which may be designated by the Board of Directors and communicated to members in advance of the meeting, as provided in Article VI, section 13 of these Bylaws.

10. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the Board shall be held in the month of January, on the day and at the time fixed by the Chair. Notice of the meeting shall be posted on the organization's web site and sent to each Member in good standing at least 10 days but not more than 90 days in advance of the meeting, with notice by first-class mail, email or other similar means of communication.

11. Regular Meetings. Regular meetings of the Board shall be held with five (5) days notice by first-class mail, email, or other similar means of communication, on such dates and at such times as may be fixed by the Board.

12. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, a Vice Chair, the Secretary, or any two directors.

Special meetings of the Board shall be held upon five (5) days' notice by first-class mail, email or other similar means of communication.

13. Meeting Notice. Any meeting notice shall be accompanied by an agenda for the meeting. At least five (5) days before the meeting, the notice and agenda shall be posted on the Association's website and shall also be addressed or delivered to each Member at such Member's postal or email address as it is shown upon the records of the corporation or as may have been given to the corporation by the Member for purposes of notice.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States Mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

14. Quorum. A majority of directors authorized in Section 2 of this Article constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 17 of this Article VI. 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 shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

15. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

16. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

17. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provide I the next sentence. 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.

18. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors authorized in Section 2 of this article shall individually or collectively consent in writing to such action. Such written consent may be filed via email. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

19. Rights of Inspection. Every director shall 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 of which such person is a director.

20. Committees. The Board may appoint one or more committees to work on specific topics. Each shall consist of no more than four members of the Board of Directors and any other members appointed by the board. The Board may not delegate to a Board committee its authority with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the Board or of a majority of the Board;
- (b) The filling of vacancies on the Board or on any committee;

- (c) The commitment or expenditure of any corporate funds;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article VI applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

21.. Fees and Compensation. Directors and members of committees will receive no compensation for their services, but shall be entitled to such reimbursement for expenses, as may be fixed or determined by the Board.

## VII. OFFICERS

1. Officers. The officers of the corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. The corporation also may have, at the discretion of the Board, one or more Vice Chairs, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article VII. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as Chair.

2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article VII, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

3. Subordinate Officers. The Board may elect, and may empower the Chair to appoint, such other officers as the business of the corporation may require each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

4. Removal and Resignation. Any officer may be removed, with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power or removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any Board member who has three unexcused absences from board meetings within a year shall be deemed to have vacated their position and is automatically removed from the Board.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5. Vacancies. 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 election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

6. Chair of the Board. The Chair shall, if present, preside at all meetings of the Board, shall be the General Manager and Chief Executive Officer of the corporation, and shall exercise and perform such other powers and duties as may be assigned from time to time by the Board. If the Chair is not present, the Vice Chair shall act in his place, if present.

The Chair, in conjunction with the vice-chair(s) shall:

- a. Act as primary contact and public liaison for the organization
- b. Set meeting agendas
- c. Preside at meetings of the organization
- d. Facilitate the creation, monitoring and achievement of yearly goals

7. Vice Chair. In the absence or disability of the Chair, the Vice Chairs, if any are appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice Chairs designated by the Board, shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chairs shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

The Vice-Chair(s) in conjunction with the Chair, shall:

- a. Fulfill all responsibilities of the Chair for the remainder of the term, if the Chair is unable or unwilling to full the duties of the position.
- b. Share responsibilities listed under the Chair as required and agreed upon with the Chair.
- c. Manage communications with the membership, including maintaining the organization's website and sending targeted emails under the direction of the executive committee

8. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board, with the time and place of holding whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporations' Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any public meetings of the associates required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Secretary shall also:

- a. Maintain and distribute minutes and records relating to organization meetings.
- b. Maintain the archive of organization documents as appropriate.
- c. Create and send letters on behalf of the organization when required and approved by the board.

9. Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall be open at all times to inspection by any director.

The Treasurer shall deposit 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. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Treasurer shall also:

- a. Keep records of checking account and bank statements.
- b. Provide Budget Management
  - i. Prepare an annual budget for review of the organization at the December meeting for vote and approval by the organization at its annual meeting in January.
  - ii. Provide monthly budget monitoring reports at regular meetings, in a format set by the executive committee.

10. Membership Chair. The Membership Chair shall:

- a. Log all membership documents and dues payments.
- b. Maintain and keep a current and accurate digital database of all active members of the organization. For each membership, this database shall record the relevant name, address, current contact information, and dates and amounts of dues payments.

c. Supervise efforts to recruit and retain members of the organization.

d. Provide a written report prior to the annual meeting. This report will include a current and accurate printed membership database that may be used to assure proper voting procedures.

## VIII. OTHER PROVISIONS

1. Endorsements of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chair or any Vice Chairs and the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

2. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law (or any successor to said statutes) shall govern the construction of these Bylaws.

3. Amendments. These Bylaws may be amended or repealed by the approval of the Board, with one month's advance notice to members, at an annual meeting or regular meeting.

4. Fiscal Year, Books and Records. The fiscal year of the corporation shall be a calendar year, unless otherwise provided for by the Board, and the books and records of the corporation shall be kept on a calendar year basis and shall reflect all the transactions of the corporation and be appropriate and adequate for the corporation's business.

## IX. INDEMNIFICATION

1. Definitions. For the purposes of this Article IX, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article IX.

2. Indemnification in Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

3. Indemnification in Actions by or in the Right of the Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- (a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General

4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article IX or in defense of any claim, issue, or matter therein, the agent shall be

indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

5. Required Determinations. Except as provided in Section 4 of this Article IX any indemnification under this Article IX shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article IX, by:

- (a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IX.

7. Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article IX, except as provided in Sections 4 or 5 (b), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement;

9. Insurance. The corporation shall have power to purchase and maintain insurance 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 whether or not the corporation would have the power to indemnify the agent, against such liability under the provisions of this Article IX, provided however, that a corporation shall have no power to

purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Sections 5233 of the California Nonprofit Public Benefit Corporation of Law.

10. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article IX does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article IX. The corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

## **X. BOOKS AND RECORDS**

The Association shall keep correct, complete and up-to-date books and records of accounts and minutes of the proceedings of its members, Board and committees having any authority of the Board.

Minutes, agendas, committee reports, financial reports, and documents related to public meetings of the corporation shall be posted on the Corporation's website in a timely fashion.

The Association shall keep a record of the names and addresses of the Board members and Voting Members.

Personal information of Board members and Voting Members is not to be disclosed for any commercial purpose or unauthorized use.

## **XI. PARLIAMENTARY AUTHORITY**

All issues will be resolved by general consensus of the Board or membership. To resolve procedural conflicts, Robert's Rules of Order will be utilized. At annual meetings, the Board shall appoint a parliamentarian who shall ensure that meetings are conducted in accordance with the current edition of Robert's Rules of Order in matters not covered by the Bylaws of this Association.

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of North of Montana Neighborhood Association and that the foregoing Bylaws were adopted as the Bylaws of said corporation on October 4, 2012, by the Board of Directors of said corporation.

Dated:

---

Secretary