

Bylaws

These are the bylaws of Blue Oak Council, Inc., a corporation formed under the Delaware General Corporation Law, or **Corporation Law** for short. The Corporation Law provides default rules for corporate governance and organization that apply unless the corporation's certificate of incorporation or bylaws say otherwise.

1. *Members.* The corporation's members will consist, at all times, of the individuals then serving as members of the corporation's board of directors.
2. *Membership Meetings.*
 - (a) *Member Action Without Meeting.* None of these bylaws prevents members from taking action without a meeting, as the Corporation Law allows.
 - (b) *Annual Membership Meetings.* The board of directors will set the dates and times of annual membership meetings.
 - (c) *Special Membership Meetings.* The board of directors and the executive director may each call special membership meetings. The board of directors will set the dates and times of special membership meetings.
 - (d) *Notice of Membership Meetings.* The corporation will give notice of membership meetings to members as required by the Corporation Law.
 - (e) *Members Quorum.* The number of members needed for quorum will be per the Corporation Law.
 - (f) *Chairs of Membership Meetings.* The board of directors may designate a chair of each membership meeting. If the board of directors does not designate a chair, the chair will be the executive director, if they are available to serve, and otherwise a person chosen by a majority of members at the meeting. The chair of a membership meeting will determine the order of business and rules of procedure for the membership meeting, and announce when the polls open and close. The chair of a membership meeting may also adjourn the membership meeting.
 - (g) *Secretaries of Membership Meetings.* The secretary of the corporation will be the secretary of each membership meeting. If the secretary is not available, the chair of the membership meeting will appoint the secretary of the membership meeting.
 - (h) *Member Voting.* Per the Corporation Law, members will elect directors by plurality vote, and take other action by majority vote.
 - (i) *Member Proxies.* Members may authorize others to vote for them by proxy, as the Corporation Law allows.
 - (j) *Election Inspectors.* The corporation will not appoint inspectors of membership meetings while it is exempt from the mandatory rules of the Corporation Law that require inspectors.
3. *Board of Directors.*
 - (a) *Board Action Without Meeting.* None of these bylaws prevent the board of directors from taking action without a meeting, as the Corporation Law allows.

- (b) *Remote Participation.* None of these bylaws restrict any director from participating remotely by conference call or other technology allowed by the Corporation Law.
- (c) *Number of Directors.* When these bylaws are first adopted, the board of directors will have three directors. After these bylaws are adopted, the board may change the number of directors. However, the board of directors may not remove a director from the board before the end of their term by reducing the number of directors.
- (d) *Director Terms.* The members will elect each director to serve a term of three years. The term of a director may be extended past three years until their successor is elected. The board of directors may not shorten the term of any director.
- (e) *Filling New or Vacant Directorships.* The board of directors and members may fill vacancies on the board per the Corporation Law.
- (f) *Board Quorum.* The number of directors required for quorum will be per the Corporation Law. Quorum is required whenever the board of directors takes action, not just at the start of meetings.
- (g) *Regular Board Meetings.* The board of directors will hold regular meetings. The board of directors will set the places, times, any means of participating remotely, and other scheduling details of regular meetings, and communicate those decisions to current and any new directors. No other notice will be required for regular meetings.
- (h) *Special Board Meetings.*
 - (i) *Who May Call Special Board Meetings.* Subject to *Section 3(h)(ii) (Notice of Special Board Meetings)*, the executive director may call special board meetings.
 - (ii) *Notice of Special Board Meetings.* The corporation will give notice of special board meetings to each director at least seven calendar days before the meeting is set to happen. The notice will describe the business the board of directors will discuss and do at the meeting, as well as the place, time, any means of participating remotely, and other scheduling details of the meeting.
- (i) *Director Compensation.* None of these bylaws restricts the board of directors from fixing director compensation, as the Corporation Law allows.
- (j) *Chair of the Board.* The executive director will serve as chair of the board of directors.

4. *Committees.*

- (a) *Creating Committees.* None of these bylaws restricts the board of directors from creating committees of the board of directors, as the Corporation Law allows.
- (b) *Committee Process.* Each committee will follow *Section 3(a) (Board Action Without Meeting)*, *Section 3(b) (Remote Participation)*, *Section 3(f) (Board*

Quorum), Section 3(g) (*Regular Board Meetings*), and Section 3(h) (*Special Board Meetings*), applied to the committee, rather than to the board of directors as a whole.

- (c) *Committee Records*. Each committee will keep minutes of its meetings and copies of written actions of its members, and provide copies to the board of directors as a whole.
- (d) *Alternate Members*. Alternate members of any committee must receive every notice given to the regular members of the committee. Alternate members of a committee may attend any meeting of the committee.
- (e) *Committee Rules and Procedures*. Otherwise, each committee will set and follow its own rules and procedures.

5. *Officers*.

- (a) *Types of Officers*. The corporation will have an executive director, treasurer, and secretary. The board of directors may also appoint assistant executive directors, secretaries, and treasurers. In addition, the board of directors may empower the executive director to appoint other officers and agents. The executive director will set the terms of office and authorities of officers they appoint.
- (b) *Multiple Offices*. None of these bylaws prevent any single person from holding multiple offices.
- (c) *Removal of Officers*. Subject to any rights under any employment contract, a majority of the board of directors may remove any officer.
- (d) *Office Vacancies*. Vacant offices may be filled per the Corporation Law.
- (e) *Executive Director*.
 - (i) *Executive Director Qualifications*. The board of directors will appoint a member of the board of directors as executive director.
 - (ii) *Executive Director Duties*. The executive director will be the chief executive officer of the corporation. The executive director will supervise, direct, and control the business, officers, and employees of the corporation generally, with all the typical powers of a corporate chief executive officer.
- (f) *Treasurer*. The treasurer will be the chief financial officer of the corporation. The treasurer will keep financial records for the corporation, report on the corporation's finances, and make authorized disbursements of the corporation's funds.
- (g) *Secretary*.
 - (i) *Minute Book*. The secretary will keep minutes and copies of written actions of members, the board of directors, and any board committees, as directed by the board of directors. The secretary will record the time and place of every meeting or other corporate action, as well as the names of those present at board meetings and the number of members present at membership meetings.

- (ii) *Meeting Notices.* The secretary will give all required notices of membership meetings and board meetings.
 - (h) *Additional Officer Powers and Responsibilities.* The board of directors and the members may give officers powers and responsibilities in addition to those listed in *Section 5 (Officers)*.
 - (i) *Voting Securities of Other Legal Entities.* Unless otherwise directed by the board of directors, the executive director will have the power to vote and otherwise act on behalf of the corporation in its capacity as holder of securities of other legal entities. The executive director may delegate this power to other officers as the executive director chooses.
 - (j) *Check Signers.* The board of directors will decide who can sign and endorse checks and similar negotiable instruments for the corporation.
6. *Fiscal Year.* The board of directors will decide when the fiscal year of the corporation ends.
 7. *California Records Requirement.* The corporation waives the provisions of California Corporations Code section 1501 to fullest legal extent.
 8. *Changing the Bylaws.* The membership may change the corporation's bylaws per the Corporation Law. The board of directors may change the corporation's bylaws only if the corporation's certificate of incorporation gives it that power.

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