BYLAWS
of
MONTALVO ASSOCIATION,
A California Nonprofit Corporation

Revised and Approved by the Board of Trustees on March 26, 2015

ARTICLE 1
OFFICES

The principal office for the transaction of the business of the Association shall be located at 15400 Montalvo Road, P.O. Box 158, Saratoga, California 95071-0158. The Board of Trustees is hereby granted full power and authority to change said principal office to another location within or without the state of California.

ARTICLE 2
PURPOSE

Section 2.1. Trustee. The purpose of this Association is to act as trustee of the trust fund established by the late Senator James D. Phelan for the preservation of Villa Montalvo as set forth in his will, the trusteeship of which was transferred from the San Francisco Art Association to the Montalvo Association on October 1, 1953, by a ruling of the Superior Court, San Francisco, California, and to act as trustee for any other funds or property which may come to it to be used for the same purpose.

Section 2.2. Activities. It is also the purpose of this Association to carry out those general and specific purposes and activities as set forth in the Articles of Incorporation of Montalvo Association, to promote, assist, engage in, and carry on cultural and recreational activities at Montalvo.

Section 2.3. Limitation on Activities.

2.3.1 Charitable Purposes. This Association is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

2.3.2 Influencing Legislation. No substantial part of the activities of this Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this Association participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 3
TRUSTEES

Section 3.1. Corporate Powers.

3.1.1 General Powers. Except as otherwise provided by the Articles of Incorporation of the Association or by the laws of the State of California now or hereafter in force, the business and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Trustees. The Board of Trustees shall be construed to be the Board of Directors in accordance with the California Corporations Code.

3.1.2 Specific Powers. Without prejudice to the general powers set forth in Section 3.1.1 of these Bylaws, but subject to the same limitations, the Board of Trustees shall have the power to do the following:
(a) Establish the fiscal policies of the Association, adopt and amend the annual budget, and cause an audit to be performed at the end of each fiscal year;

(b) Appoint an Executive Director, define his or her rights, powers and duties, and use due diligence in supervising his or her actions;

(c) Establish standing and advisory committees and such other auxiliary groups as deemed necessary to carry on the work of the Association;

(d) Elect new Trustees and appoint Officers of the Association;

(e) Ensure that appropriate personnel policies have been established;

(f) Supervise the preparation and maintenance of procedures and guidelines for the Association and its activities; and

(g) Implement and oversee the Association's ethics codes.

Section 3.2. Number. There shall be between twenty (20) and fifty (50) trustees on the Board of Trustees. The specific number within that range shall be determined by an affirmative vote of a majority of the Trustees then in office. Any reduction of the authorized number of Trustees shall not remove any Trustee prior to the expiration of such Trustee's term of office.

Section 3.3. Who May Be Trustee. No more than twenty-five percent (25%) of the persons serving on the Board may be "interested persons". An interested person is (a) any person compensated by the Association for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 3.4. Honorary Trustees. Honorary membership on the Board of Trustees may be given to those whose contribution and long and consistent service and support of Montalvo have shown extraordinary devotion to its welfare. No duties or attendance shall be required of Honorary Trustees; they may attend all meetings of the Board but shall not be counted for purposes of establishing a quorum and shall not be entitled to vote. Honorary Trustees shall not be deemed Trustees as defined in any article of Montalvo's Bylaws or as directors of a corporation as defined in the California Corporations Code.

Section 3.5. Trustees Emeritus.

The title "Trustee Emeritus" may be given to former Trustees or retiring Trustees in recognition of extraordinary and meritorious service as a Trustee over the length of their term. Trustee Emeritus shall be elected in accordance with Section 7.3.3(c). Trustee Emeritus shall have served at least three full terms as a Trustee and shall be eligible to serve on standing committees, except the Executive and Board Development Committees. No duties or attendance shall be required of Trustees Emeritus; they may attend all meetings of the Board but shall not be counted for purposes of establishing a quorum and shall not be entitled to vote. Trustees Emeritus shall not be deemed Trustees as defined in any article of Montalvo's Bylaws or as directors of a corporation as defined in the California Corporations Code.

Section 3.6. Life Trustees.

On rare occasions, the honor of Life Trustee may be bestowed on former Trustees, visionary committee members and donors who through especially meritorious service or gifts over an extended period of time have changed the course of Montalvo's development. Life Trustees shall be elected in accordance with Section 7.3.3(c). A Life Trustee shall be considered a Trustee for all purposes and shall have the same rights and obligations, including voting rights, as the other Trustees.
Section 3.7. Election and Term of Office. Trustees shall be elected to hold office for a term of three (3) years, the first year of which shall be probationary. Trustees may be elected at any regular or special meeting of the Board of Trustees held for such purpose. Nominations and elections shall follow the procedures set forth in Section 7.3.3(c). The term of office of the Trustees shall begin on the date as approved by the Board of Trustees per the procedures set forth in Section 7.3.3(c), and continue until the expiration of the term. Except for Life Trustees, no trustee shall be elected for more than two consecutive terms, except as provided in Section 5.2 for President and Past President and in critical periods such as executive transition with approval of the Board, when a trustee may serve a 7th year. Any Trustee who has served two consecutive terms shall again be eligible for election to the Board of Trustees beginning one year after the end of the last term served. The President of the Montalvo Service Group shall be a Trustee of the Association during his or her term of office.

Section 3.8. Vacancies. The Board of Trustees may declare vacant the office of a Trustee who has been declared of unsound mind by an order of court or convicted of a felony. Any Trustee may resign, causing a vacancy, upon giving written notice to the President, the Secretary, or the Board of Trustees. Written notice shall state effective date of resignation. Vacancies may be filled upon a vote of a majority of the Trustees then in office.

Section 3.9. Removal. Any of the Trustees may be removed without cause if such removal is approved by the affirmative vote of a majority of the Board.

Section 3.10. Meetings of Trustees.

3.10.1. Place of Meetings. Unless otherwise specified in the notice thereof, meetings (whether regular, special or adjourned) of the Board of Trustees of the Association shall be held at the principal office of the Association for the transaction of business.

3.10.2. Annual Meeting. The Annual Meeting of the Board of Trustees shall be held each year on such date and at such time as may be set by the Board of Trustees.

3.10.3. Regular Meetings. Regular meetings of the Board of Trustees, of which no notice need be given except as required by the laws of the State of California, shall be held a minimum of four (4) times per year and at such other times as may be designated from time to time by resolution of the Board of Trustees. Should the regularly scheduled time or place of a Regular Meeting be changed for any reason, the notice requirements set forth in Section 3.9.6 for Special Meetings shall apply.

3.10.4. Adjourned Meetings. A majority of the Trustees 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 24 hours, notice of any adjournment to another time or place shall be given before the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment.

3.10.5. Special Meetings. Special meetings of The Board of Trustees may be called at any time by the President or any three or more of the Trustees.

3.10.6. Notice of Meetings. Except in the case of Regular Meetings that occur at the time previously agreed to by the Board and Adjourned Meetings per Section 3.9.4, all meetings of the Board of Trustees shall be held upon five (5) days’ notice by mail or forty-eight (48) hours’ notice delivered personally or by telephone, telegraph, or other electronic or wireless means. If the address of a Trustee is not shown on the records and is not readily ascertainable, notice shall be addressed to the Trustee at the principal office of the Association.

3.10.7. Quorum. Forty (40) percent of the number of Trustees constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Trustees present either in person or by telephone or electronic teleconference at a meeting duly held at which a quorum is present shall be regarded as an act of the Board of Trustees, except as otherwise specifically provided for in these Bylaws or as provided by the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Trustee has a direct or indirect
material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for such meeting. A vote on any issue which requires a majority or a “super majority” of the entire Board of Trustees may be completed by written, fax or electronic vote subsequent to the meeting of the Board of Trustees, provided the issue was first voted on and approved by a majority of the required quorum at that meeting.

3.10.8. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to such action. A signed fax or an email response to the request for unanimous written consent shall be deemed acceptable for purposes of registering a vote. Such written consent(s) 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 a unanimous vote of such Trustees.

3.10.9. Attendance at Meetings. Trustees are expected to attend the Annual Meeting, all regular meetings, and any Annual Retreat of the Board. Any Trustee who is absent from three (3) meetings of the Trustees in a fiscal year may be referred to the Executive Committee for review of that Trustee’s term of office. Upon recommendation of the Executive Committee pursuant to this Section, a Trustee may be removed in accordance with the procedures set forth at Section 3.8.

3.10.10. Meetings of Committees. The provisions of this Section concerning conduct of meetings apply also to committees of the Board, with such changes in points of detail as may be necessary.

Section 3.11. Trustee Responsibilities. The Board of Trustees shall establish a statement of responsibilities that sets forth the minimum participation expected from each Trustee.

Section 3.12. Trustees on Leave of Absence. In the event of hardship or a change of personal circumstances, a Trustee may request the Executive Committee to place the Trustee on a Leave of Absence. The Executive Committee may act on such requests and allow a leave of absence not to exceed one year. Trustees on a leave of absence shall not be required to perform any Trustee duties or responsibilities during the leave of absence.

ARTICLE 4
AUXILIARY GROUPS

The Board of Trustees may authorize the formation of Auxiliary Groups, including but not limited to the Montalvo Service Group, that will render services supporting the Association and in accordance with objectives determined by the Board of Trustees. Such groups may operate under their own charters as approved by the Board of Trustees, but shall in all instances operate in ways approved or proposed by the Board of Trustees.

ARTICLE 5
OFFICERS

Section 5.1. Election and Qualifications. The officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Trustees deems expedient, who shall hold their offices for such terms as the Board of Trustees may prescribe.

5.1.1 Election. The Board shall elect officers in accordance with the procedures set forth at Article 7 hereof. No officer may serve concurrently in any other office of the Association.

5.1.2 Qualifications. The Officers shall have the following qualifications:

(a) President – has demonstrated leadership qualities and possesses a deep understanding of and commitment to Montalvo’s mission.
(b) President Elect/Past President – has served as immediate past President or shall be serving as the next President of the Association, and possesses a deep commitment to Montalvo’s mission.

(c) Treasurer - must possess financial accounting experience and/or expertise, or must have served on Montalvo’s Finance Committee for at least one year, and must be available to be an active member of Executive Committee.

(d) Secretary – must possess organizational skills and is capable of fulfilling the duties described in the Bylaws 5.6.1., and must be available to be an active member of Executive Committee.

Section 5.2. Term of Office. Officers shall be elected per Section 7.3.3 (d) and shall serve a term of two full years, except as deemed otherwise necessary by the Board of Trustees, with the exception of the Vice President who shall serve a term of one full year as specified in Section 5.5. No officer shall serve more than two consecutive terms in the same office. In the event a Trustee is elected to be President or becomes the Past President and the term of that office extends beyond the Trustee’s permitted term as a Trustee, then the Trustee’s term as a Trustee shall be extended to end at the same time as the term of the office.

Section 5.3. Removal and Vacancies. Any officer of the Association may be removed at the pleasure of Board of Trustees at any meeting. Any officer may resign at any time upon written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. If any vacancy occurs in any office of the Association, the Board of Trustees may elect a successor to fill such vacancy for the remainder of the un-expired term.

Section 5.4. President. The powers and duties of the President are:

(a) To act as the Chairperson of the Board of Trustees of the Association and, subject to the control of the Board of Trustees, to have general supervision, direction, and control of the business and affairs of the Association.

(b) To preside at all meetings of the Board of Trustees.

(c) To call meetings of the Board of Trustees to be held, subject to the limitations prescribed by law or by these Bylaws, at such times and at such places as the President shall deem proper.

(d) Subject to the direction of the Board of Trustees, to have general charge of the property of the Association and to supervise and control all officers, agents and employees of the Association.

(e) To serve as an ex-officio member of all committees.

(f) In the absence, disability, or death of the Executive Director, subject to the control of the Board of Trustees, to perform the duties of the Executive Director until a successor is appointed.

Section 5.5. Vice President. The Vice President shall have such powers and perform such duties as the Board of Trustees may grant or prescribe. Every two years, the Board of Trustees shall elect a Vice President to serve a one-year term. The elected Vice President will be expected to become the President at the end of the one-year term as Vice President. The immediate past President will serve a one-year term as Vice President. If the President serves for two consecutive terms (4 years), a Vice President will be elected for each of years 2 and 3 in accordance with Article 5. In the case of the absence, disability or death of the President, the Vice President will exercise all the powers and perform all the duties of the President until the vacancy is filled pursuant to Section 5.3.

Section 5.6. Secretary.

5.6.1 Powers and duties of the Office of the Secretary. The powers and duties of the Secretary are:
(a) To keep a book of minutes, as recorded by the Recording Secretary, at the principal office of the Association, or such other place as the Board of Trustees may order, of all meetings of its Trustees 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 Trustee’ meetings, and the proceedings thereof.

(b) To keep the seal of the Association, if any, and to affix the same to all instruments which may require it.

(c) To serve and publish all notices that may be necessary or proper, without command or direction from anyone.

(d) Generally, to do and perform all such duties as pertain to the office of Secretary and as may be required by the Board of Trustees.

5.6.2 Powers and Duties of the Recording Secretary. In addition to the Office of the Secretary, there may be a Recording Secretary who shall be appointed by the President, and need not be a Trustee. The powers and duties of the Recording Secretary are:

(a) To keep or cause to be kept at the principal office of the Association a register of all the members of the Association, showing the names of the members and their addresses.

(b) To record minutes of all meetings of the Board of Trustees and the Executive Committee, and to distribute the minutes to all Trustees and the Executive Committee at least three days before the next meeting.

(c) To keep a record of attendance by Trustees at Board meetings, and to refer to the Executive Committee the name of any Trustee who has missed three or more regular meetings in a calendar year.

Section 5.7. Treasurer. The Treasurer shall ensure that the funds of the Association are properly safeguarded and received, and deposited in the bank or banks that may be designated by the Board of Trustees. The Treasurer shall also ensure that proper financial records are kept and that sufficient and regular reports are made to the Finance Committee, Audit Committee, Executive Committee and the Board of Trustees. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

ARTICLE 6
EXECUTIVE DIRECTOR

Section 6.1. Executive Director. The Board of Trustees shall employ an Executive Director of the Association who shall exhibit leadership of the Association’s staff, approved strategies and public relations. He/she shall be generally responsible for guiding the day-to-day and overall operations of the Association including but not limited to planning of and direction for the Association’s programming, overall direction, production, operations, staffing, public outreach, as well as supervising the development of the Association’s annual budget, and implementing and managing the Association’s annual fund raising goals and activities. The Executive Director may be appointed or dismissed only by a majority of the Board of Trustees.

Section 6.2. Attendance at Meetings. The Executive Director shall be notified of, and may attend meetings of the Board of Trustees, Executive Committee, and all subsidiary groups and committees in order to advise and make recommendations for deliberation and decisions by such groups.

ARTICLE 7
COMMITTEES OF THE BOARD

Section 7.1 Powers. The Board of Trustees, by resolution adopted by a majority of the Trustees then in office, may create one or more committees to serve at the pleasure of the Board. Each committee shall have such powers and duties as the Board may from time to time designate, except that no committee, regardless of Board resolution, may:
(a) fill vacancies on the Board of Trustees or on any committee that has the authority of the Board;

(b) amend or repeal the Bylaws or adopt new bylaws;

(c) amend or repeal any resolution of the Board of Trustees, which by its express terms is not amendable or repealable;

(d) appoint other committees of the Board of Trustees or the members thereof except that the Executive Committee may do so;

(e) approve any transaction (i) to which the Association is a party and in which one or more Trustees have a material financial interest; or (ii) between the Association and one or more of its Trustees or between the Association or any person in which one or more of its Trustees have a material financial interest.

Section 7.2 Ex-Officio Members and Chairpersons of Committees. The President, designated Vice President or representative from the Executive Committee shall be an ex-officio member of all committees. Each Committee shall have a designated Chairperson, who shall be a Trustee. The President, in accordance with the procedures set forth in Section 7.3.3, shall nominate the Chairpersons and members of all committees subject to approval by a majority of the Board of Trustees.

Section 7.3 Standing Committees. The Association shall have the following standing committees:

(a) Executive
(b) Buildings and Grounds
(c) Board Development
(d) Finance
(e) Audit
(f) Compensation

7.3.1 Executive Committee. The Association shall have an Executive Committee with a minimum of eight (8) members and a maximum of twelve (12) members of the Board of Trustees consisting of the four officers, the Chairpersons of all Standing Committees except the Audit Committee, other Trustees as nominated by the President and approved by the Board of Trustees, and the President of the Montalvo Service Group. The Executive Committee shall manage the business and affairs of the Association in the intervals between the meetings of the Board of Trustees and, with the limitations set forth in Section 1 hereof, shall have the full authority of the Board.

7.3.2 Buildings and Grounds. The Buildings and Grounds Committee shall consist of at least three Trustees, whose purpose shall be to ensure the preservation of the Montalvo property, through maintenance, repairs, rehabilitation and housekeeping, in accordance with Association goals and policy.

7.3.3 Board Development Committee.

(a) Appointment and Term of Board Development Committee. The Board of Trustees shall elect a Board Development Committee annually consisting of at least three Trustees. All members of the Committee must be Trustees. At least one member should carry-over from the immediate past committee. The President, President Elect and Executive Director shall serve as ex-officio members.

(b) Duties of the Board Development Committee. The Board Development Committee shall undertake development of a strong, diverse and experienced board through the selection and development of Trustees, Officers, and Committee Chairpersons. The Board Development Committee shall have the following duties:
(i) To recruit, with the cooperation of all Board members and the Executive Director, candidates for the position of Trustee, then to interview candidates, select nominees, and to recommend to the Executive Committee and then to the Board of Trustees that such nominees be elected to the Board, per subsection (c) below.

(ii) To recommend to the Executive Committee and then to the Board which existing trustees shall be asked to serve a second consecutive term.

(iii) To select nominees to be elected Trustee Emeritus.

(iv) To select nominees to be elected Life Trustees.

(v) To present a slate of officers to the Executive Committee for its approval, and then to the Board of Trustees for election per subsection (d) below.

(vi) In cooperation with the President and Executive Director, to solicit and nominate appropriate Board members to function as the Chairpersons of Committees.

(vii) To aid the Committee Chairpersons, as needed, in selecting and recruiting committee members from within the Board of Trustees and/or the community at large.

(viii) To regularly monitor the performance of the Trustees in fulfilling their responsibilities as Board members, to aid the President in consulting with Board members who appear to have difficulty fulfilling the duties, and to create or assist programs that encourage Trustee development.

(ix) To review and update the statement of Board member responsibilities and recommend to the Executive Committee and then to the Board of Trustees that any needed changes to that statement be adopted.

(ix) To facilitate a board self-evaluation process at least once every two years.

(c) Nominating Procedure for Trustees. At least once a year (most likely at the Annual Meeting), the Board Development Committee shall present its proposed nominees for new Trustees and the start date of their terms (most likely the beginning of the month following election). Prior to this, these nominees shall have been presented and approved by the Executive Committee. After Executive Committee approval, resumes of the approved nominees shall then be provided to each Trustee prior to the next board meeting. Nominees shall be subject to approval by a majority of the Board of Trustees.

(d) Nominating Procedures for Officers. The slate shall be voted on by the Board, most likely at its Annual Meeting. The President, Executive Director and Chair of the Board Development Committee will propose a slate of officers to the Board Development Committee for its consideration. The Board Development Committee shall approve a slate to propose to the Executive Committee. The slate approved by the Executive Committee shall be provided to each Trustee prior to the Annual Meeting. Nominees shall be subject to approval by a majority of the Board of Trustees. If any member of the Board Development or Executive Committee is under consideration for office, the individual shall recuse himself or herself from the discussion of that office. The start date for the terms of Officers shall be the beginning of the fiscal year. However, should a vacancy occur in any office, the Board may fill the unexpired term at the next possible regular meeting, using the nominating procedures set forth herein.

7.3.4 Finance Committee. The Finance Committee shall consist of at least three Trustees, one of whom shall be the Treasurer, and shall meet at least quarterly. The Finance Committee shall oversee all of the Association’s finance, budget and investment matters. Responsibilities shall include, but not be limited to, supervising the Association’s stewardship of entrusted funds.
monitoring the performance of investment managers, and reporting findings, conclusions and recommendations to the Board of Trustees. Recommendations pertaining to the Association’s annual budget shall be subject to approval by a majority of the Board of the Trustees.

7.3.5 Audit Committee. The Audit Committee shall be appointed by the Board of Trustees and shall consist of at least three voting members, at least one of whom shall be a Trustee, but shall not include any Association staff members, or the President or Treasurer of the Association. Members of the Finance Committee may serve on the Audit Committee but members of the Finance Committee shall constitute less than one-half of the Audit Committee. The Chairperson of the Audit Committee may not be a member of the Finance Committee. Members of the Audit Committee shall not have any material financial interest in any entity doing business with the Association. Members of the Audit Committee shall not receive any compensation from the Association.

The Audit Committee shall assist the Board of Trustees in fulfilling the Board’s oversight responsibilities as they relate to the Association’s audit. In this capacity, subject to the supervision of the Board of Trustees, the Audit Committee is responsible for: (1) recommending to the Board of Trustees the retention and termination of the independent auditor and may negotiate the independent auditor’s compensation on behalf of the Board of Trustees; (2) conferring with the independent auditor regarding satisfying the Audit Committee’s members that the financial affairs of the Association are in order; (3) approving any non-audit services performed by the firm conducting the audit, provided the auditor and its individual auditors adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book); (4) reviewing and accepting or rejecting the audit, and, if rejected, working with the auditors until an acceptable audit is completed; and (5) meeting with the Board of Trustees each year at the time of the presentation of the external audit to the Board. The Audit Committee’s recommendations to accept the audit shall be subject to approval by a majority of the Board of Trustees.

7.3.6 Compensation Committee. The Association shall have a Compensation Committee consisting of at least three Trustees. Pursuant to Government Code section 12586(g) and the applicable provisions of federal law, the Compensation Committee shall review the compensation of the Executive Director, Director of Finance and Operations and Deputy Director and such other officers of the Association the Compensation Committee determines appropriate at least once a year, and in any case at the time of hiring, when the term of employment is modified, and when the level of compensation is modified. The review shall include an evaluation of the performance of the officers and an analysis of appropriate comparability data. Based on its review, the Compensation Committee shall recommend just and reasonable compensation amounts for the officers to the Board. At the request of the President or the Board, the Compensation Committee shall review any issue involving compensation and benefits, including but not limited to base and bonus compensation, medical, dental, vision, life insurance, retirement and/or other employee benefit plans. All recommendations of the Compensation Committee shall be subject to the approval of the majority of the Board of Trustees.

Section 7.4 Advisory Committees. In accordance with the procedures set forth in section 7.3.3, the President, Executive Committee or Board Development Committee may appoint advisory committees subject to confirmation by the Board of Trustees. Advisory committees shall have no legal authority to act for the Association, but shall report their findings and recommendations to the Board of Trustees.

ARTICLE 8
INDEMNIFICATION OF TRUSTEES, OFFICERS, AND AGENTS

Section 8.1. Indemnification. The Association shall indemnify any officer or Trustee of the Association, including the Executive Director, and may indemnify any other person, who was or is a party or is threatened to be made a party to any proceeding, and to any threatened, pending, or completed action by or in the right of the Association, to the fullest extent permitted under Part 2, Chapter 2, Article 3, Section 5230 et seq., of the California Nonprofit Public Benefit Corporation Law, as it may be amended from time to time.
Section 8.2. Insurance. The Association may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Association against any liability, other than for violating provisions against self-dealing, asserted against or incurred by the Agent in that capacity or arising out of the Agent’s status as such, whether or not the Association has the power to indemnify the agent against that liability under the provisions of this Article.

Section 8.3. Definitions. For the purpose of this Article:

(a) "Agent" means any person who is or was Trustee, officer, employee, or other agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another foreign or domestic Association, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic Association which was a predecessor Association of the Association or of another enterprise at the request of that predecessor Association;

(b) "Officer" means the president, treasurer, secretary, and vice president of the Association; and any other officers that the Board of Trustees may specify per Section 5.1.

(c) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

ARTICLE 9
MEMBERSHIP

This corporation shall have no voting membership within the meaning of the California Nonprofit Public Benefit Corporation Law. The Association’s Board of Trustees may, in its discretion, admit individuals to one or more classes of nonvoting members and provide for eligibility requirements for membership, and the rights and obligations of members including but not limited to the obligation to pay dues.

ARTICLE 10
FISCAL YEAR

The fiscal year of the Association shall begin on October 1 of each year and end on September 30 of the following year.

ARTICLE 11
MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Association shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended to the current date, which shall be open to inspection by the Trustees at all reasonable times during office hours.

ARTICLE 12
CONSTRUCTION OF BYLAWS WITH REFERENCE TO PROVISIONS OF LAW

Unless defined otherwise in these Bylaws or unless the context otherwise requires, terms used herein shall have the same meaning, if any, ascribed to them in the California Nonprofit Public Benefit Corporation Law, as amended. All
provisions of these Bylaws shall be construed, insofar as possible, as supplemental and additional to the applicable local, state and/or federal laws.

ARTICLE 13
ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS

Bylaws may be adopted, amended, or repealed in whole or in part by an affirmative vote of a two-thirds (2/3) majority of the Board of Trustees, provided that a quorum is present and a copy of the proposed amendment is mailed, sent via express delivery service, delivered personally or electronically or sent by fax to each Trustee not less than three weeks before the meeting at which the proposed change is to be voted on.

CERTIFICATE OF SECRETARY

KNOW ALL BY THESE PRESENTS:

That the undersigned does hereby certify that the undersigned is the Secretary of MONTALVO ASSOCIATION, a nonprofit corporation duly organized and existing under and by virtue of the laws of the State of California; that the above and foregoing Bylaws of said Association were duly and regularly adopted as such by the Board of Trustees of said Association; and that the above and foregoing Bylaws are now in full force and effect.

Dated: 3/30/15, 2015

[Signature]
Secretary