

Paradise Center for Tolerance and Nonviolence **BYLAWS**

ARTICLE I OFFICES

SECTION 1 - PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation shall be located at such place or places within the town of Paradise, County of Butte, State of California, as the Board of Directors shall from time to time determine.

ARTICLE II PURPOSE

The Purpose of the organization is to promote respect for differences and human rights, foster alternatives to violence, and advocate for a safe, hospitable, and harmonious community for all.

ARTICLE III NON-DISCRIMINATION

The corporation recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, volunteer, client, contractor and/or any other person with whom it deals, because of race, creed, color, disability, gender (including pregnancy), sexual identity, national origin, veteran status, age, or other characteristic protected by law.

ARTICLE IV DIRECTORS

SECTION 1 - NUMBER & COMPOSITION

The corporation shall have an odd number of directors up to thirteen, who shall be members in good standing of the corporation, and collectively they shall be known as the Board of Directors. The directors shall consist of the standing officers of the corporation, plus board members at large.

SECTION 2 - POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3 - DUTIES

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c) authorize payment of all legitimate bills and employee compensation;
- d) set limits for expenditures as needed. Such decisions shall be recorded in minutes of the meeting in which they are made.
- e) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- f) Meet at such times and places as required by these Bylaws;
- g) Register their addresses and e-mail addresses with the Secretary of the corporation, and notices of meetings mailed or telephoned to them shall be valid notices thereof.

SECTION 4 - ELECTION AND TENURE OF OFFICE FOR BOARD MEMBERS

Directors shall be elected at the annual meeting and shall serve for three years, in staggering terms, and until their successors are elected and have qualified. Their term of office shall begin immediately after election. No director may serve more than two consecutive three-year terms, partial terms excepted.

SECTION 5 - COMPENSATION

Directors shall serve without compensation.

SECTION 6 - RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7 - PLACE AND NOTICE OF MEETINGS

Meetings of the Board of Directors may be called by the President or any two Directors and shall be held at the principal executive office of the corporation in the State of California, unless some other place is designated in the notice of the meeting. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all members participating in such a meeting can hear one another. Accurate minutes of any meeting of the Board, or any committee thereof, shall be maintained as required by the Corporations Code by the person designated for that purpose.

SECTION 8 - REGULAR AND ANNUAL MEETINGS

The Board shall meet at least monthly with one meeting serving as the annual meeting at an agreed upon time and place. All board meetings are open, except for matters of personnel.

SECTION 9 - SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the President or any three Directors. Every reasonable attempt must be made to contact each board member at least one week prior to the special meeting.

SECTION 10 - QUORUM FOR MEETINGS

A quorum shall consist of a majority of the current Board of Directors, including any proxy vote. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken. In the event of a director's inability to attend a meeting, that director may delegate another director as proxy to vote in his or her stead.

SECTION 11 - MAJORITY ACTION AS BOARD ACTION

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 is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 12 - CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or in the absence of the President, by the Vice-President of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board. In the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be conducted in a businesslike manner, with courtesy and respect for all participants prevailing. Items for action shall be discussed with a view to attaining consensus, prior to the Board taking a binding vote on the item. All persons attending may participate in discussion prior to the Board's vote.

SECTION 13 - ACTION BY UNANIMOUS CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent by phone or in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written or verbal consent or consents shall be filed with the minutes of the proceedings of the board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written or phone consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the board to so act, and such statement shall be prima facie evidence of such authority.

SECTION 14 - REMOVAL

If a member of the board engages in an activity that is deemed by the board to be detrimental to the mission of the corporation, that member may be removed by action of the board.

A member of the board may also be removed if s/he does not attend at least half of all regularly scheduled meetings of the board, or any standing committee on which s/he serves, during any six-month period.

SECTION 15 - VACANCIES

Vacancies on the Board of Directors shall exist: 1) on the death, resignation or removal of any director; and 2) whenever the number of authorized directors is increased.

Directors to fill vacancies in the Board of Directors may be appointed by a majority of the remaining directors, and each director so appointed shall hold office until a successor is elected at the next regular election of the Board of Directors.

If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, The Board of Directors shall have the power to elect a successor to take office when the resignation shall become effective.

No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

SECTION 16 - NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17 - INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason the fact that the person is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against himself or herself, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation, but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 18 - INSURANCE OF CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity of 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 Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE V OFFICERS

SECTION 1 - NUMBER OF OFFICERS

The officers of the corporation shall be a President, Vice-President, Treasurer, and Secretary.

SECTION 2 - QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member in good standing may serve as officer of this corporation. Officers shall be suggested by the Nominating Committee and elected for one year by the Board of Directors at the annual meeting. No officer may serve more than three consecutive one-year terms, partial terms excepted.

SECTION 3 - SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable or according to Bylaws, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4 - REMOVAL, AND RESIGNATION, AND VACANCIES

Officer removal, resignation and vacancies shall be handled in accordance with ARTICLE 3, SECTIONS 14 and 15

SECTION 5 - DUTIES OF PRESIDENT

The President shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws as prescribed by the Board of Directors.

SECTION 6 - DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws as prescribed by the Board of Directors.

SECTION 7 - DUTIES OF THE SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation (if applicable) and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

SECTION 8 - DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation or to his or her agent or attorney, on request therefore.

Render to the President and the directors, whenever requested, an account of any or all of the transactions made as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

ARTICLE VI COMMITTEES

SECTION 1 – STANDING and AD HOC COMMITTEES

Committees shall be appointed by the Board of Directors to serve for determined durations as needed. Each committee shall be chaired by a board member and shall report to the Board of Directors. (Any sub-committee reports to the appropriate Standing or Ad Hoc Committee.)

All board members must serve on at least one Standing Committee.

SECTION 2 - QUALIFICATIONS, APPOINTMENT AND REMOVAL OF COMMITTEE MEMBERS

Any member in good standing may volunteer for and/or be appointed by the Board of Directors to serve on a committee. Committee members may be removed by action of the board for failure to perform their duties as defined by the board.

ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1 - EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

SECTION 2 - CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President or other designated officer of the Board of the corporation.

SECTION 3 - DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4 - GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**ARTICLE VIII
CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1 - MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- a) Minutes of all meetings of directors and committees of the board, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2 - CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3 - DIRECTORS' INSPECTION RIGHTS

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.

SECTION 4 - RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5 - ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- e) The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

**ARTICLE IX
FISCAL YEAR**

SECTION 1 - FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on 1 January and end on 31 December in each year.

**ARTICLE X
AMENDMENT OF BYLAWS**

SECTION 1 - AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of a majority of the Board of Directors of this corporation at any meeting, provided that notice of the proposed change(s) is given in the notice of the meeting.

**ARTICLE XI
AMENDMENT OF ARTICLES**

SECTION 1 - AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2 - CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the First directors of the corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE XII
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 1 - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors. In the event of the dissolution of the Paradise Center for Tolerance and Nonviolence, or other termination of its activities, all of its assets shall be transferred to one or more other exempt organizations which qualify for Section 501 (C)(3) status. Reference to Section 501 (C)(3) shall be interpreted to refer to the corresponding section of the Internal Revenue Code.

**ARTICLE XIII
MEMBERS**

SECTION 1 - DETERMINATION OF MEMBERS

Members in good standing shall pay a membership fee of not less than \$10 per calendar year. This fee can be acknowledged by in-kind services. Membership fees can be changed by action of the Board of Directors. Additional levels of membership can also be created along with different levels of membership fees established, by action of the Board of Directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws, as amended, were duly adopted by the Board of Directors of said corporation on the date set forth below.

Originated: February 3, 2001
Amended: February 26, 2004
Amended: June 20, 2005
Amended: September 19, 2007
Amended: January 27, 2008
Amended: March 16, 2009

Directors: (3 of the current Directors): _____
