

**BYLAWS**

**OF**

**THE CALIFORNIA COMMISSION ON ACCESS TO JUSTICE**

**a California Nonprofit Public Benefit Corporation**

## TABLE OF CONTENTS

<b>ARTICLE 1 Offices .....</b>	<b>4</b>
Section 1.1 Principal Executive Office. ....	4
Section 1.2 Other Offices. ....	4
<b>ARTICLE 2 Commission Members .....</b>	<b>4</b>
Section 2.1 Statutory Members. ....	4
Section 2.2 Other Members. ....	4
<b>ARTICLE 3 Board of Directors .....</b>	<b>5</b>
Section 3.1 Powers. ....	5
Section 3.2 Number of Directors. ....	5
Section 3.3 Restriction on Interested Directors. ....	5
Section 3.4 Election and Term of Office. ....	5
Section 3.5 Vacancies and Removal. ....	7
Section 3.6 Place of Meetings. ....	8
Section 3.7 Annual, Regular and Special Meetings. ....	8
Section 3.8 Meeting Notices. ....	8
Section 3.9 Action at a Meeting: Quorum and Required Vote. ....	9
Section 3.10 Adjourned Meeting and Notice. ....	10
Section 3.11 Action by Unanimous Written Consent. ....	10
Section 3.12 Fees and Compensation. ....	10
<b>ARTICLE 4 Committees .....</b>	<b>10</b>
Section 4.1 Committees of Directors. ....	10
Section 4.2 Executive Committee. ....	11
Section 4.3 Audit Committee. ....	11
Section 4.4 Advisory Committee. ....	12
Section 4.5 Committees that Include Other Than Board Members. ....	12
Section 4.6 Meetings and Actions of Committees. ....	12
<b>ARTICLE 5 Officers.....</b>	<b>13</b>
Section 5.1 Officers. ....	13

Section 5.2	Duties of the Chair of the Board. ....	14
Section 5.3	Duties of the Vice-Chair. ....	14
Section 5.4	Duties of the Executive Director. ....	14
Section 5.5	Duties of Vice-Presidents.....	15
Section 5.6	Duties of the Secretary and Assistant Secretaries. ....	15
Section 5.7	Duties of the Chief Financial Officer and Assistant Financial Officers. ....	15
<b>ARTICLE 6 Indemnification of Directors, Officers, Employees, and Other Agents of the Commission; Purchase of Liability Insurance .....</b>		<b>16</b>
<b>ARTICLE 7 Execution of Corporate Instruments, and Voting of Stocks and Memberships Held by the Commission.....</b>		<b>19</b>
Section 7.1	Execution of Corporate Instruments. ....	19
Section 7.2	Voting of Stocks Owned by Commission. ....	19
<b>ARTICLE 8 Reports.....</b>		<b>19</b>
Section 8.1	Annual Report. ....	19
Section 8.2	Audited Financial Statements.....	20
<b>ARTICLE 9 Maintenance and Inspection of Corporate Records.....</b>		<b>21</b>
Section 9.1	Maintenance and Inspection of Articles and Bylaws. ....	21
Section 9.2	Maintenance and Inspection of Other Corporate Records. ....	21
<b>ARTICLE 10 Amendments.....</b>		<b>21</b>
<b>ARTICLE 11 Standard of Care.....</b>		<b>21</b>
<b>ARTICLE 12 Prohibited Transactions.....</b>		<b>22</b>
Section 12.1	Loans.....	22
Section 12.2	Self-Dealing Transactions.....	22
Section 12.3	Approval. ....	22
<b>ARTICLE 13 Construction and Definitions.....</b>		<b>23</b>

**BYLAWS**  
**OF**  
**THE CALIFORNIA COMMISSION ON ACCESS TO JUSTICE**  
**a California Nonprofit Public Benefit Corporation**

**ARTICLE 1**

**Offices**

**Section 1.1 Principal Executive Office.**

The principal executive office of this corporation (the “Commission”) will be located at: 350 Frank Ogawa Plaza, Suite 701, Oakland, CA 94612. The Board of Directors (the “Board”) may change the location of this office. Any such change will be noted on these Bylaws by the Secretary, in the margins around this section, or this section may be amended to state the new location.

**Section 1.2 Other Offices.**

Other offices may at any time be established at any place or places specified by the Board.

**ARTICLE 2**

**Commission Members**

**Section 2.1 Statutory Members.**

The Commission shall not have any “members” within the meaning of Section 5056 of the California Corporations Code. However, each member of the Board may be deemed a “Commission member” if that term is used in public laws, regulations, or communications about the Commission outside the context of the California Corporations Code, and such persons may be referred to in these Bylaws and materials related to the Commission as a “Board member,” a “director,” a “Commission Member,” or a “Commissioner.”

**Section 2.2 Other Members.**

The Board, may, by majority vote, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of such members, including the obligation to pay dues.

## **ARTICLE 3**

### **Board of Directors**

#### **Section 3.1 Powers.**

Subject to the provisions of the California Nonprofit Corporations Law, the activities and affairs of the Commission will be managed and all corporate powers will be exercised by or under the direction of the Board acting as a body and not by individual directors. The Board may delegate the management of the day-to-day operation of the business of the Commission to the chief executive officer, a management company, a committee (however composed), or other person, but all such delegated powers will be exercised under the ultimate direction of the Board, and setting the policy of the Commission will be within the exclusive purview of the Board.

#### **Section 3.2 Number of Directors.**

The authorized number of directors of the Commission will be twenty five (25) until changed by an amendment of the Articles of Incorporation or by amending this Section 3.2.

#### **Section 3.3 Restriction on Interested Directors.**

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (1) any person being compensated by the Commission for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) 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. However, any violation of the provisions of this section will not affect the validity or enforceability of any transaction entered into by the Commission.

#### **Section 3.4 Election and Term of Office.**

The initial directors of the Commission have been designated by the incorporator of the Commission. At or before the first meeting of the first directors of the Commission, the directors will, by unanimous agreement, classify themselves into two groups. The first group will consist of [twelve (12)] directors, and each such director's initial term of office will expire on June 30, 2020, however each such director may continue serve until such time as his or her successor is designated or elected if permitted by the Board in its discretion. The second group will consist of [thirteen (13)] directors, and each such director's initial term of office will expire on June 30, 2021, however each such director may continue to serve until such time as his or her successor is designated or elected if permitted by the Board in its discretion.

Except as provided above for the initial terms of the first directors, below, for continuing service or late commencement of service due to failure to designate or elect a successor prior to June 30 of any calendar year, or in Section 3.5(d) for filling of vacancies, each director will serve a two (2) year term, commencing on July 1 in the calendar year such director is designated or elected and ending on June 1 of the second calendar year thereafter.

The Board will include twenty five (25) directors (the “Designated Directors”) designated as follows:

- (a) Two (2) directors will be designated by the Governor of California;
  - (b) Two (2) directors will be designated by the Judicial Council of California;
  - (c) Two (2) directors will be designated by the State Bar of California;
  - (d) Two (2) directors will be designated by the California Lawyers’ Association;
  - (e) Two (2) directors will be designated by the Legal Aid Association of California;
- and
- (f) One (1) director will be designated by each of the following: [the Chief Justice of California; the Attorney General of California; the President pro Tem of the California State Senate; the Speaker of the California State Assembly; the California Judges Association; California Change Lawyers; the Consumer Attorneys of California; the California Chamber of Commerce; the California Labor Federation; the League of Women Voters of California; the California Council of Churches; and the Council of California Law Librarians]<sup>1</sup>.

Each Designated Director may be designated by written notice to the Board by the party entitled to designate such director, and such director’s appointment will be effective upon the expiration of the existing Designated Director’s term or, if there is already a vacancy in such Designated Director’s seat, on the date such notice is delivered to the Board or such other effective date specified in such written notice, in each case with no further action required for the election of such director.

If the authorized number of directors set pursuant to Section 3.2 exceeds the number of Designated Directors set forth above, any such additional directors that are not Designated Directors will be elected by vote of the Board (each an “Elected Director”).

Successors for directors whose terms of office are expiring (an “Expiring Director”) should be designated before, or elected at, the annual meeting of the directors in the year such terms expire, and in any event before June 30 of such year where possible. If any Expiring Director’s successor is not designated before or elected before June 30 of the year in which such Expiring Director’s term expires, (i) the Board may, in its discretion, permit any such Expiring Director to serve additional time until his or her successor has been designated or elected, (ii) such successor may be designated at any time or elected at any meeting of the Board, as applicable, with the term to expire on June 30 of the second calendar year following the year in which the Expiring Director’s term was originally to have expired, and (iii) such Expiring Director’s appointment shall terminate effective upon such successor’s designation or election, as applicable.

---

<sup>1</sup> Note: To be confirmed.

### **Section 3.5 Vacancies and Removal.**

(a) Automatic Vacancies. A vacancy in the Board will automatically be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) an increase in the authorized number of directors pursuant to Section 3.2 of these bylaws; or (iii) the failure of the parties referenced in the second paragraph of Section 3.4 to have designated, and of the directors to have elected, a number of directors equal to the authorized number of directors then fixed pursuant to Section 3.2 of these bylaws.

(b) Removal for Cause. The Board, by majority vote, may declare a vacancy in the office of a director for “cause” if: (i) the director has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty under Sections 5230-38 of the California Corporations Code dealing with standards of conduct for directors, or (ii) the director has missed three (3) out of ten (10) meetings of the Board within a twelve (12) month period provided that the director is first given an opportunity to provide information to the Board regarding such absence.

(c) Removal Without Cause. The Board, by affirmative vote of a majority of the directors then in office, may remove Elected Directors without “cause” at any regular or special meeting, but only if the director to be removed has been notified in writing in the manner set forth in Section 3.9 that such action would be considered at the meeting. Any Designated Director may be removed by the party that designated such director pursuant to Section 3.4 upon written notice delivered to the Designated Director and to the Board.

(d) Filling Vacancies. Vacancies in the Board created by the resignation, removal, or death of a Designated Director may only be filled by the designation of a successor by the party that designated such director pursuant to Section 3.4, provided that the Commission will give prompt notice of any such vacancy to the appropriate designating party. Any other vacancies in the Board may be filled by majority vote (i.e., a majority of the directors present at a meeting at which a quorum is present), or if the number of directors then in office is less than a quorum, (a) by the unanimous written consent of the directors then in office, (b) by the vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice in compliance with these Bylaws, or (c) by a sole remaining director. Each director so designated or elected will hold office June 30 of the calendar year in which the resigned, removed or deceased director’s term was to expire, or if later, until his or her successor is designated or elected

(e) Director Resignation. Any director may resign by written notice to the Chair of the Board, the Executive Director, the Secretary, or the Board. Any resignation will become effective upon giving notice unless otherwise specified. If the resignation is effective at a future time, the successor may be designated or elected to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the Commission would then be left without a duly elected director or directors in charge of its affairs.

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

### **Section 3.6 Place of Meetings.**

Regular meetings of the Board may be held at any place within or outside the State of California that has been previously designated by the Board. In the absence of such designation, regular meetings will be held at the principal executive office of the Commission.

Special meetings of the Board may be held at any place within or outside the State of California that has been designated in the notice of the meeting delivered pursuant to Section 3.9, or they may be held entirely via teleconference or video conference pursuant to Section 3.10(d) if so designated in the notice of the meeting. If not stated in the notice, or if there is no notice, special meetings will be held at the principal executive office of the Commission.

In addition, any meeting of the Board may be held at any place, or entirely via teleconference or video conference pursuant to Section 3.10(d) if all of the members of the Board consent in writing, either before or after the meeting. In this case, the Secretary will file the consents with the minutes of the meeting.

### **Section 3.7 Annual, Regular and Special Meetings.**

The Board will hold a regular meeting referred to as the “annual meeting” at any time during the fourth, fifth or sixth month of the calendar year and at any place as is fixed by the Board, for the purpose of electing directors and appointing officers of the Commission, and for the transaction of any other business. In addition to delivering the notice to the directors described in Section 3.8, the Commission will give reasonable notice of the annual meeting to the persons entitled to designate directors pursuant to Section 3.4.

Other regular meetings of the Board may be held at such times as are fixed by the Board and for any purpose. Special meetings of the Board may be called at any time by the Chair of the Board, the Executive Director, the Secretary, or any two directors for such purposes as are specified in the notice for the meeting delivered pursuant to Section 3.8.

### **Section 3.8 Meeting Notices.**

Notice of the time and place of meetings of the Board must be given in writing to each director as described in the first paragraph below, unless waived as described in the second paragraph below, must specify whether the meeting is a regular meeting or a special meeting of the Board and must include the address of the Internet site, if any, where notices under this Section 3.8 are made available.

Written notice of meetings will be delivered (i) by first class United States Mail, charges prepaid; (ii) in person; (iii) by FedEx, UPS, DHL or any other nationally recognized overnight courier service; (iv) by telephone (including a voice messaging system); or (v) by email to each director addressed to the director at his or her address as it is shown upon the records of the Commission. In case such notice is mailed, it must be deposited in the United States mail at least ten (10) days prior to the time of the holding of the meeting, with respect to a regular meeting, or two (2) days prior to the time of the holding of the meeting, with respect to a special meeting. In case such notice is delivered in person, by overnight courier, telephone or email, it must be so delivered at least ten (10) days prior to the time of the holding of the meeting, with respect to a



regular meeting, or forty-eight (48) hours prior to the time of the holding of the meeting with respect to a special meeting. The officers of the Commission should endeavor to obtain written consent of each director to use email for receipt of notice, and the Commission may not use email to send notice without having previously received such written consent. Any transmission of notice as provided in this paragraph will be deemed due, legal and personal notice to the director receiving the notice.

Notice of a meeting need not be given to any director who (i) signs a waiver of notice or a consent to holding the meeting, whether before or after the special meeting, (ii) affirmatively approves of the meeting at any other meeting, whether before or after the meeting, as documented in the minutes of such other meeting, or (iii) who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The Secretary of the Commission must file all such waivers, consents, and approvals with the minutes of the meeting.

Notice of each meeting of the Board must be publicly posted on the Commission's Internet site, if any, at least ten (10) days prior to the time of holding the meeting, with respect to a regular meeting, and at least forty-eight (48) hours prior to the time of the holding of the meeting with respect to a special meeting, and such posting shall include the name, address and telephone number of any person who can provide further information prior to the meeting. Notice of special meetings must also be provided to all parties that have requested notice of the Commission's meetings as soon as is practicable after the decision to call a special meeting has been made.

### **Section 3.9 Action at a Meeting: Quorum and Required Vote.**

(a) The presence of a majority of the number of directors then serving on the Board at a meeting of the Board constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws.

(b) Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present (referred to in these Bylaws as "majority vote" or "resolution") will be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law.

(c) A meeting at which a quorum is initially present may continue to transact business even if directors withdraw from the meeting, if any action taken is approved by at least a majority of the required quorum for such meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority.

(d) All or some of the members of the Board may participate in any meeting through use of teleconference or video conference as long as (i) all members participating in the meeting are able to hear one another and communicate with all of the other members concurrently and (ii) each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Commission. For the avoidance of doubt, meetings that take place through use of

teleconference or video conference under this paragraph will be considered meetings for the purposes of Sections 3.6 through 3.11.

### **Section 3.10 Adjourned Meeting and Notice.**

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the adjourned meeting is to resume more than twenty-four (24) hours after the adjournment, notice of the adjournment and the time and place of the resumption must be given to, or waiver must be received from, any directors not present at the adjourned meeting at the time of the adjournment, pursuant to the provisions of Section 3.9 governing notice for calling a special meeting.

### **Section 3.11 Action by Unanimous Written Consent.**

Any action required or permitted to be taken by the Board may be taken without a meeting if all (and not less than all) members of the Board consent in writing to such action by (i) signing one or more counterpart signature pages to the written consent or (ii) sending an email to the Chair of the Board or the Executive Director confirming that the director consents to the proposed action as described in a previously distributed form of written consent or in an email soliciting the director's consent. Such action by written consent will have the same force and effect as the unanimous vote of such directors at a meeting. The Secretary of the Commission must file all written consents (including email consents for directors who do not sign counterpart signature pages) with the minutes of the proceedings of the Board.

For the avoidance of doubt, actions taken at regular or special meetings of the Board in person or via teleconference or video conference pursuant to Section 3.10(d) do not require written consents from the directors, provided that they have been documented in the minutes of the meetings.

For purposes of this Section 3.12 only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the California Corporations Code.

### **Section 3.12 Fees and Compensation.**

Directors and members of committees may not receive any compensation for their services but may receive reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board and in accordance with the policies established by the State Bar of California.

## **ARTICLE 4**

### **Committees**

#### **Section 4.1 Committees of Directors.**

The Board may, by majority vote, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at

any meeting of the committee. The appointment of members or alternate members of a committee requires a majority vote of the Board. Any such committee, to the extent and except as provided in a resolution of the Board or in these Bylaws, may have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.
- (b) Fill vacancies on the Board or in any committee that has the authority of the Board.
- (c) Fix compensation of the directors for serving on the Board or on any committee.
- (d) Amend or repeal bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- (f) Appoint any other committees of the Board or the members of such committees.
- (g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) Approve any transaction between the Commission and one or more of its directors in which the director or directors have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

#### **Section 4.2 Executive Committee.**

The Board will have an Executive Committee comprised entirely of members of the Board, and will include the Chair and Vice-Chair (if such an office is appointed). The Executive Committee, except as provided by resolution of the Board, may exercise all powers of the Board in the management of the business and affairs of the Commission when the Board is not in session, and will perform such duties as delegated by the Board, provided that the Executive Committee may not exercise any of the powers enumerated in Section 4.1 above.

#### **Section 4.3 Audit Committee**

If the Commission (i) is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and (ii) receives or accrues in any fiscal year gross revenue of two million dollars (\$2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, the Commission will do the following:

The Board will, by majority vote, designate an Audit Committee. The Audit Committee may include persons who are not members of the Board, but the member or members of the Audit Committee may not include any member of the staff or any executive officer (including, for example, the Chair, the Executive Director, the Chief Financial Officer, and the Secretary).

If the Commission has a Finance Committee, it must be separate from the Audit Committee. Members of the Finance Committee may serve on the Audit Committee, but the chair of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee.

Members of the Audit Committee may not receive any compensation from the Commission. In addition, members of the Audit Committee may not have a material financial interest in any entity doing business with the Commission. Subject to the supervision of the Board, the Audit Committee will be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board. The Audit Committee will confer with the auditor to satisfy its members that the financial affairs of the Commission are in order, will review and determine whether to accept the audit, will assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence referred to in Section 12586(e)(1) of the California Government Code, and will approve performance of any nonaudit services by the auditing firm. If the Commission is under the control of another Commission, the Audit Committee may be part of the Board of the controlling Commission.

#### **Section 4.4    Emeriti Committee.**

The Board will have an advisory committee comprised of all former Commission members who choose to participate and other persons invited by the Executive Committee to serve (the "Emeriti Committee"). Each member of the Emeriti Committee may be referred to as a "Commission Advisor," "Commissioner Emeritus" or "Emeriti Committee Member." Each Commissioner Emeritus will be invited to attend all meetings of the Board in a nonvoting capacity and, in this respect, will be entitled to receive copies of all notices, minutes, consents and other materials that the Commission provides to its directors; provided, however, that Commissioners Emeritus may be excluded from executive sessions of the Board. The Emeriti Committee will not have the authority of the Board to make decisions on behalf of the Commission, but may make recommendations to the Board and may implement decisions and policies of the Board or the Executive Committee.

#### **Section 4.5    Committees that Include Other Than Board Members.**

The Board may, by resolution, designate one or more additional advisory committees ("Advisory Committees"). Any committee appointed by the Board that is not comprised entirely of Board members will be an Advisory Committee. Advisory Committees will not have the authority of the Board to make decisions on behalf of the Commission and will be restricted to making recommendations to the Board and implementing decisions and policies of the Board or the Executive Committee.

#### **Section 4.6    Meetings and Actions of Committees.**

Meetings and actions of all committees will be governed by, and held and taken in accordance with, the provisions of Sections 3.6 through 3.12, above, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that (i) minutes

need not be kept for meetings of committees other than the Executive Committee and any Audit Committee and (ii) the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board or by the Chair of the subject committee (if such an officer has been designated). Notice of special meetings of committees will also be given to any and all alternate members, who have the right to attend all meetings of the committee. Minutes will be kept of each meeting of the Executive Committee and any Audit Committee and filed with the corporate records. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

## **ARTICLE 5**

### **Officers**

#### **Section 5.1 Officers.**

The officers of the Commission will consist of the Chair of the Board, the Executive Director (who shall also be the President), the Secretary, and the Chief Financial Officer, each of which will be appointed by the Board. The Commission may also have such other officers as may be appointed by the Board, or with proper authorization from the Board, as may be appointed by the Chair, the Executive Director, or some other officer, including, for example, a Vice-Chair or Vice Presidents, and each of such other officers will have such authority and perform such duties as are provided in these Bylaws or as may from time to time be determined by, or pursuant to delegated authority of, the Board. Any two or more offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the Executive Director or the Chair of the Board. The Board may appoint, and may empower the Executive Director or another officer to appoint, such other officers as the activities of the Commission may require, each of whom.

Each officer of the Commission will hold office from the date appointed until the successor to such officer is elected and qualified or until such officer's death, resignation or removal. All officers, as well as any other employee or agent of the Commission, may, subject to any claim for breach of contract between any such person and the Commission, be removed at any time: (i) by majority vote of the Board; or (ii) except in the case of an officer chosen by the Board, by any officer upon whom the original power of appointment or such power of removal has been conferred by the Board.

Any officer may resign at any time by giving written notice to the Board, the Chair, the Executive Director, or the Secretary of the Commission, without prejudice, however, to the rights, if any, of the Commission under any contract to which such officer is a party. Any resignation may take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation may not be necessary to make it effective.

The salary and other compensation of the officers may be fixed from time to time by resolution of or in the manner determined by the Board. The Board or an authorized committee of the Board will, in compliance with Section 12568(g) of the California Government Code,

review and approve the compensation, including benefits, of the Executive Director and the Chief Financial Officer to assure that it is just and reasonable. This review and approval will occur upon the hiring of the officer, whenever the term of employment of the officer is renewed or extended, and whenever the officer's compensation is modified.

Separate review and approval may not be required if a modification of compensation extends to substantially all employees. If the Commission is affiliated with other charitable corporations, review and approval may be obtained from the Board, or an authorized committee of the Board, of the charitable Commission that makes retention and compensation decisions regarding a particular individual.

## **Section 5.2 Duties of the Chair of the Board.**

The Chair will, when present, preside at all meetings of the Board and perform all the duties commonly incident to that office, and may assume and perform the duties of the general manager and chief executive officer in the absence or disability of the Executive Director or whenever the office of the Executive Director is vacant. The Chair will have authority to execute in the name of the Commission all bonds, contracts, deeds, leases, and other written instruments to be executed by the Commission (except when by law the signature of the President is required), and will perform such other duties as the Board may from time to time determine. The Chair will also be Chair of the Executive Committee and may, at the Chair's election and sole discretion, serve as a non-voting member of all committees. The Chair will have authority to act, speak for, or otherwise represent the Commission between meetings, but within the boundaries of the policies and purposes established by the Commission and these bylaws.

The Chair must be a director. Upon the expiration of such director's service as a director, such director's service as the Chair shall also automatically expire.

## **Section 5.3 Duties of the Vice-Chair.**

The Vice-Chair (if there be such officer appointed) may assume and perform the duties of the Chair in the absence or disability of the Chair or whenever the office of the Chair is vacant. The Vice-Chair will have such titles, perform such other duties, and have such other powers as the Board or the Chair may designate from time to time.

The Vice-Chair must be a director. Upon the expiration of such director's service as a director, such director's service as the Chair shall also automatically expire.

## **Section 5.4 Duties of the Executive Director.**

The Executive Director (who will also hold the office of President) will be the general manager and chief executive officer. The Executive Director will preside in the absence of both the Chair of the Board and the Vice-Chair, will have authority to execute in the name of the Commission all bonds, contracts, deeds, leases, and other written instruments to be executed by the Commission, will, together with the Chief Financial Officer, have responsibility for fundraising activities (provided that the Board may exercise supervisory authority over such

fundraising activities), and will perform such other duties as the Board or the Chair may from time to time determine.

The Executive Director will be an employee or independent contractor of the Commission and may not serve as a director during service as the Executive Director. Upon the termination of the Executive Director's service as an employee and/or independent contractor, such person's service as the Executive Director (and President) shall also automatically expire.

#### **Section 5.5 Duties of Vice-Presidents.**

The Vice-Presidents (if there be such officers appointed) may assume and perform the duties of the Executive Director in the absence or disability of the Executive Director or whenever the offices of the Chair and Executive Director are vacant. The Vice-Presidents will have such titles, perform such other duties, and have such other powers as the Board or the Executive Director may designate from time to time.

Each Vice-President will be an employee or independent contractor of the Commission and may not serve as a director during service as a Vice-President. Upon the termination of a Vice-President's service as an employee and/or independent contractor, such person's service as a Vice-President shall also automatically expire.

#### **Section 5.6 Duties of the Secretary and Assistant Secretaries.**

The Secretary will record or cause to be recorded, and will keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of actions taken at all meetings of directors and at any committees for which minutes are taken, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such director and committee meetings, and the proceedings of all such meetings.

The Secretary will give, or cause to be given, notice of all the meetings of the Board and of the committees of the Commission required by these laws or by law to be given, will keep the seal of the Commission (if any) in safe custody, and will have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

The Executive Director may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary. Each Assistant Secretary will perform such other duties and have such other powers as the Board or the Executive Director may designate from time to time.

The Secretary may be a director or may be an employee or independent contractor of the Commission.

#### **Section 5.7 Duties of the Chief Financial Officer and Assistant Financial Officers.**

The Chief Financial Officer will keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Commission,

including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Chief Financial Officer will deposit all moneys and other valuables in the name and to the credit of the Commission with such depositories as may be designated by the Board. The Chief Financial Officer will disburse the funds of the Commission as may be ordered by the Board, will render to the Chair, the Executive Director and directors, whenever they request it, an account of all of the Chief Financial Officer's transactions as Chief Financial Officer and of the financial condition of the Commission, will, together with the Executive Director, have responsibility for fundraising activities (provided that the Board may exercise supervisory authority over such fundraising activities) and will have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. The Chief Financial Officer will be an employee or independent contractor of the Commission and will not serve as a director.

The Executive Director may direct any Assistant Financial Officer to assume and perform the duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer. In addition, each Assistant Financial Officer will perform such other duties and have such other powers as the Board or the Executive Director may designate from time to time.

The Chief Financial Officer will be an employee or independent contractor of the Commission and may not serve as a director during service as Chief Financial Officer. Upon the termination of the Chief Financial Officer's service as an employee and/or independent contractor, such person's service as Chief Financial Officer shall also automatically expire.

## **ARTICLE 6**

### **Indemnification of Directors, Officers, Employees, and Other Agents of the Commission; Purchase of Liability Insurance**

(a) For the purposes of this article, "agent" means any person who is or was a director, officer, employee, or other agent of the Commission, or is or was serving at the request of the Commission as a director, officer, employee, or agent of another foreign or domestic Commission, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic Commission that was a predecessor Commission of the Commission or of another enterprise at the request of such predecessor Commission; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include without limitation attorneys' fees and any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e)(ii) of this article.

(b) The Commission will 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 Commission to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust, except as outlined in paragraph (c) below) by reason of the fact that such person is or was an agent of the Commission, against expenses, judgments, fines,



settlements, and other amounts actually and reasonably incurred in connection with such proceeding, but only if; (i) such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Commission; and (ii) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent will 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 Commission or that the person had reasonable cause to believe that his or her conduct was unlawful.

(c) The Commission will 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 Commission to procure a judgment in its favor, or brought under Section 5233 of the California Corporations Code, or brought by the Attorney General for 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 Commission, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action, but only if such person acted in good faith, in a manner such person believed to be in the best interests of the Commission, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. However, no indemnification may be made under this paragraph (c):

(i) In respect of any claim, issue, or matter as to which such person is adjudged to be liable to the Commission in the performance of such person's duty to the Commission, unless and only to the extent that the court in which such proceeding is or was pending determines upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that such court determines;

(ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(iii) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of the Commission has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in the proceeding, the agent will be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

(e) Except as provided in paragraph (d), any indemnification under this article will be made by the Commission 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 paragraph (b) or (c), by:

(i) A majority vote of all the directors then in office who are not parties to such proceeding; or

(ii) The court in which such proceeding is or was pending upon application made by the Commission, 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 Commission.

(f) Expenses incurred in defending any proceeding may be advanced by the Commission 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 is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

(g) Nothing contained in this article will affect any right to indemnification to which persons other than directors and officers of the Commission or any subsidiary of the Commission may be entitled by contract or otherwise.

(h) No indemnification or advance may be made under this article, except as provided in paragraph (d) or paragraph (e)(ii), in any circumstance when it appears:

(i) That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board, 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

(ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) Upon and in the event of a determination by the Board of the Commission to purchase indemnity insurance, the Commission will purchase and maintain insurance on behalf of any agent of the Commission 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 Commission would have the power to indemnify the agent against such liability under the provisions of this article; but the Commission has no power to purchase and maintain insurance to indemnify any agent of the Commission for a violation of Section 5233.

(j) This article 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 Commission as defined in paragraph (a). The Commission has the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

## **ARTICLE 7**

### **Execution of Corporate Instruments, and Voting of Stocks and Memberships Held by the Commission**

#### **Section 7.1 Execution of Corporate Instruments.**

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

Unless otherwise specifically determined by resolution of the Board or otherwise required by law, material contracts of the Commission, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the Commission, and other corporate instruments or documents, and certificates of shares of stock owned by the Commission, will be executed, signed, or endorsed by (i) the Chair, the Executive Director, or the Chief Financial Officer, or (ii) the Secretary and any Vice-President.

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

#### **Section 7.2 Voting of Stocks Owned by Commission.**

All stock of other corporations or memberships in other entities owned or held by the Commission for itself, or for other parties in any capacity, may be voted, and all proxies with respect to such stock or memberships will be executed, by the person authorized to do so by resolution of the Board, or in the absence of such authorization, by the Chair of the Board, the Executive Director, or the Chief Financial Officer or by any other person authorized to do so by the Chair, the Executive Director, or the Chief Financial Officer.

## **ARTICLE 8**

### **Reports**

#### **Section 8.1 Annual Report.**

The Commission will provide to the directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Commission 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 Commission, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the Commission, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 6322 of the California Corporations Code.

The report will be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Commission that such statements were prepared without audit from the books and records of the Commission.

## **Section 8.2 Audited Financial Statements.**

If the Commission (i) is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and (ii) receives or accrues in any fiscal year gross revenue of two million dollars (\$2,000,000) or more (or such other amount then designated by Section 12586), exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, the Commission will do the following:

(a) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any nonaudit services performed by the firm conducting the audit, the firm and its individual auditors will 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”) and any standards prescribed by the California Attorney General for auditor independence in the performance of nonaudit services, including standards different from those set forth in the Yellow Book. If the Commission is under the control of another organization, the controlling organization may prepare a consolidated financial statement. The audited financial statements will be available for inspection by the California Attorney General and by members of the public no later than nine (9) months after the close of the fiscal year to which the statements relate. If the Commission is a charity, it will make its annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by the latest revision of Section 6104(d) of the Internal Revenue Code and associated regulations.

(b) If the Commission is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and, independent of the audit requirement set forth in Section 12586(e)(1) of the California Government Code, it prepares financial statements that are audited by a certified public accountant, the audited financial statements will be available for inspection by the California Attorney General and will be made available to members of the public in conformity with Section 12586(e)(1) of the California Government Code.

## **ARTICLE 9**

### **Maintenance and Inspection of Corporate Records**

#### **Section 9.1 Maintenance and Inspection of Articles and Bylaws.**

The Commission will keep at its principal executive office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which will be open to inspection by the directors at all reasonable times during office hours. In addition, the Commission may also post its Articles of Incorporation and Bylaws as amended to date on a website available to its directors.

#### **Section 9.2 Maintenance and Inspection of Other Corporate Records.**

The accounting books, records, and minutes of proceedings of the Board and any committees of the Commission will be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Commission. The minutes may be kept in written or typed form, and the accounting books and records may be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Every director has the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Commission and each of its subsidiary entities. The inspection may be made in person or by an agent or attorney, and includes the right to copy and make extracts of documents.

## **ARTICLE 10**

### **Amendments**

New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of two-thirds (2/3) of the directors then in office.

## **ARTICLE 11**

### **Standard of Care**

A director will perform the duties of a director, including duties as a member of any Board committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Commission and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

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

(a) one or more officers or employees of the Commission whom the director believes to be reliable and competent as to the matters presented;

(b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(c) a Board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 12 below, a person who performs the duties of a director in accordance with this Article 11 will have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions that exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

## **ARTICLE 12**

### **Prohibited Transactions**

#### **Section 12.1 Loans.**

Except as permitted by Section 5236 of the California Corporations Code, this Commission may not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Commission may advance money to a director or officer of this Commission or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

#### **Section 12.2 Self-Dealing Transactions.**

Except as provided in Section 12.3, below, the Board may not approve or permit the Commission to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this Commission is a party and in which one or more of its directors has a material financial interest, unless the transaction is described in California Corporations Code Section 5233(b).

#### **Section 12.3 Approval.**

This Commission may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Commission also may engage in a self-dealing transaction if the Board determines, before the transaction, that (1) this Commission is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this Commission at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge

of the material facts concerning the transaction and the interest of the director or directors in the transaction, and by a majority vote of the Board then in office, without counting the vote of the interested director or directors.

## **ARTICLE 13**

### **Construction and Definitions**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time will govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person.

## TABLE OF CONTENTS

Page

### CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the California Commission on Access to Justice, a California nonprofit corporation, and the above Bylaws, consisting of \_\_\_\_ pages, are the Bylaws of this Commission as adopted [at a meeting of the Board held on][by unanimous written consent of the Board on] \_\_\_\_\_, 2019.

Dated: \_\_\_\_\_, 2019.

Executed at \_\_\_\_\_

---

Secretary



