

BYLAWS

of the Billy Foundation

May these words of agreement serve to inform the expectations of our community, increase the efficiency of our Board, and serve us as a tool for achieving great things in our lives and in the world.

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**BYLAWS
OF
THE BILLY FOUNDATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ARTICLE 1 - OBJECTIVES & PURPOSES

Section 1-1 Mission

The mission of the Billy Foundation is to foster community, intimacy, and personal exploration among gay, bi, and queer men through shared values and heart-centered brotherhood.¹

Section 1-2 Values

- A. We are a heart-centered community woven together by shared values and by our shared experience as gay, bi, and queer men. We strive to be present and mindful with ourselves and each other and to foster:
- compassion, generosity, honesty, and respect for ourselves and for others.
 - responsibility for ourselves, to each other, and to our community, including those in need.
 - personal expression and growth.
 - fun, frolic, and fabulousness.
 - celebration of our sexual and spiritual natures.
 - an environment conducive to our physical, emotional, and sexual health, safety, and well-being.

¹ Prior to August 19, 2007, the Billy Foundation Mission Statement read as follows: “The mission of the Billy Club is to promote intimacy and community among gay and bi-sexual men, and to build bridges with supportive communities.”

It is interesting to note that the [Articles of Incorporation](#) allow the organization to operate in an even wider arena, if so desired: “The Billie [*sic*] Foundation is an organization formed to affirm the social, community health, health education and service needs of gay and bisexual men and their interpersonal support systems.”

- welcoming and active integration of new Billys as well as openness to friends and family who share our values.
 - diversity that embraces differences including race and ethnicity, class, age, body type, HIV status, physical ability, education, and financial circumstances; we welcome gay-identified transmen.
 - the building of bridges to other communities that support our mission and share our values.
 - authenticity.
 - reverence for nature.
 - commitment to resolving conflict through active engagement.
- B. We encourage ourselves to be present and mindful by advocating an environment free of drugs and alcohol at our Gatherings.
- C. We envision the creation of a world based on principles of nonviolence, sustainability, cooperation, service, and the building of deeper wisdom through shared perspective.
- D. Heart Circle is our central ritual, and consensus is our process; they embody our values.

ARTICLE 2 - CONSTITUENCY

Section 2-1 **Billys & Billykin**

We welcome all gay, bi, and queer men and gay-identified transmen who share our values to join in community as “Billys” and participate in Billy events. We invite non-Billy friends and family who share our values to join in our community and in certain events as “Billykin”.

Section 2-2 **No Members**

- A. The Billy Foundation corporation [hereinafter “the Billy Foundation”] and its business aliases (“Billys” and “Billy Club”) are non-membership organizations .
- B. Pursuant to section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California [hereinafter the “California NPBC Law”], any

action that would otherwise, under law or the provisions of the [Articles of Incorporation](#) or Bylaws of this corporation, require approval by a majority of all members or approval by the members will only require the approval of the Billy Foundation Board of Directors.

ARTICLE 3 – BOARD OF DIRECTORS

Section 3-1 Number of Directors & Their Qualifications

- A. The Billy Foundation will have at least six (6) and no more than eleven (11) directors. Collectively they are to be known as the Board of Directors [hereinafter referred to simply as “the Board”].
1. The Board may continue to operate and conduct business when the number of directors in office has fallen below the [Section 3-1.A](#) minimum as long as the requirements of [Section 5-5](#) are met for all Board actions.²
- B. Any person may serve as a director of the Billy Foundation, provided that they have:
1. Attended a minimum of two Board meetings in the past year.
 2. Attended a minimum of two Gatherings within the past two years.
 3. Submitted, according to such procedures as the Board from time to time may adopt, a written application to serve as a director.
 4. Been duly elected per [Section 3-7](#).³
- C. The provisions of Section 3-1.B notwithstanding, not more than forty-nine percent (49%) of the directors serving on the Board may be interested persons.
- D. For the purposes of Section 3-1.C, “interested persons” are any of the following:
1. Any person currently being compensated by the Billy Foundation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent

² If a quorum of four (4) directors is achieved, business can be conducted by meeting. If such a quorum is not possible, decisions must be made by [Section 5-5.B](#) unanimous written consent.

³ See also [Appendix 1](#) (Process for Election of Directors).

contractor, or otherwise, excluding any reasonable compensation paid to a director under [Section 3-5.A](#).

2. Any brother, sister, ancestor, descendant, domestic partner, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, or acknowledged significant other of any person receiving compensation as described in Section 3-1.D.1.
3. Any brother, sister, ancestor, descendant, domestic partner, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, or acknowledged significant other of any other director.

Section 3-2 Board Powers & Visioning Retreats

- A. Subject to the provisions of the California NPBC Law and any limitations in the [Articles of Incorporation](#) and these Bylaws, the activities and affairs of this corporation will be conducted and all corporate powers will be exercised by or under the direction of the Board.
- B. The Board will call a biennial “Visioning Retreat” assemblage of all interested Billys and Billykin for the purpose of setting general goals for the Billy Foundation.
 1. Notice for any Visioning Retreat will be considered timely and sufficient if sent at least one month in advance by email or paper copy to all Billys and Billykin who have provided their current address to the foundation for the purpose of being on the regular mailing list.
- C. Section 3-2.A notwithstanding, any resolution agreed upon by the participants of a Visioning Retreat by a formal consensus-minus-one decision⁴ will be considered an act of the Billy Foundation.⁵

Section 3-3 Board Mission Statement

- A. The Board has all fiduciary responsibility for the Billy Foundation and

⁴ Such a decision requires all but one present to (a) join the consensus or (b) express non-opposition by “standing aside”. Such a decision cannot be achieved when opposition is expressed by two or more persons present. Such “blocking” opposition should be based only on the sense that either the values or the vitality of the Billy community or Billy Foundation is threatened.

⁵ Such formal votes have been rare in Billy history. Since directors are required to attend Visioning Retreats per [Section 3.4.G.10](#), the Board will be participating in any Section 3-2.C resolution, and its participation and approval will therefore be inherent to the Visioning Retreat consensus process and can be assumed.

commits itself to ensuring that all Board actions have integrity and are in accordance with all relevant laws, the [Articles of Incorporation](#), these Bylaws and their [Section 1-1](#) mission and [Section 1-2](#) values.

- B. The Board has all fiscal responsibility for the Billy Foundation and the assets entrusted to it, and will devote itself to creating long-term financial stability for the foundation.
- C. The Board is responsible for governance of the Billy Foundation, including specifically the fulfillment of the duties set out in Section 3-4 below and the creation of policy to guide individual Billys in undertaking tasks and programming on behalf of the Billy Foundation and under its auspices.
- D. To the extent that Billys are actively engaged in creating and producing programming under the auspices of the Billy Foundation, the Board will devote itself to ensuring that proper legal, financial, and policy structures are in place to support those programs.
- E. To the extent that Billys are no longer actively engaged in creating, producing or supporting certain Billy Foundation programming, the Board may discontinue or cut back support for those programs (with consideration of Visioning Retreat consensus decisions), relying on the Billy community to resurrect interest in those programs before committing Board time and energy, and foundation resources, to them.

Section 3-4 **Director Duties**

It will be the duty of the directors to:

- A. Provide stewardship of the Billy community, furthering the [Section 1-1](#) mission of the Billy Foundation and the organization's charitable purposes, and exemplifying and encouraging [Section 1-2](#) values.
- B. Perform any and all duties imposed on them collectively or individually by law, by the [Articles of Incorporation](#), or by these Bylaws.
- C. 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 Billy Foundation.
- D. Supervise all officers, agents, and employees of the Billy Foundation to assure that their duties are performed properly.
- E. Meet at such times and places as required by these Bylaws.

F. Work to ensure that Billy Foundation Gatherings and events are safe, financially sound, and run in accordance with the foundation's [Section 1-1](#) mission and [Section 1-2](#) values.

G. Additionally, each director individually is expected to:

1. Attend most Board meetings (absences should be the exception) and remain until adjournment.
2. Participate in a consensus decision-making process where reaching a decision is a firm commitment.
3. Incorporate the views of the Billy community in the Board decision-making process when possible and/or appropriate.
4. Participate in all forms of Board communication, reading and responding to Board emails and other notices in a timely fashion.
5. Dedicate six (6) to eight (8) hours each month to serving on an [Article 6](#) committee, or undertaking other Board work or officer duties.⁶
6. Register his or her address with the Billy Foundation Secretary for the purpose of effecting [Section 5-3.D](#) notices, and submit, if email notice of meetings is acceptable, the written consent required by [Section 5-3.G.1](#).⁷
7. Serve as an ambassador from the Board to the Billy community.
8. Attend at least one Gathering each year, and participate regularly in "Community Circles" held as a means for direct communication between the Board and Billys at large.
9. Attend any Board retreat.
10. Attend any [Section 3-2.B](#) Visioning Retreat.
11. Participate in other Billy activities as time and interest allow.

Section 3-5 Director Compensation & Perquisites

A. Directors will serve without compensation, except that they will be:

1. Allowed reasonable advancement or reimbursement of expenses incurred in the performance of the duties specified in [Section 3-4](#) to

⁶ Reference to holding a portfolio removed per Board of Director consensus 8/19/2018

⁷ See [Appendix 2](#) (Form for Submission of Director Address; Consent for Email Notices).

the extent that monies for such expenditures have either been budgeted and allocated by the Board or are approved by special resolution of the Board.

2. Guaranteed registration at any Gathering regardless of whether a registration lottery occurs.
3. Favored in regard to their Gathering housing requests.
4. Granted access either to the Director Scholarship Fund (a fund consisting only of monies donated to the Billy Foundation for the express purpose of providing Gathering scholarships to directors so that they can be present at a maximum number of Gatherings each year regardless of their personal income level) or to the Richard Locke Scholarship Fund (a fund consisting of monies donated to the Billy Foundation for the express purpose of providing Gathering scholarships to attendees whether or not they are directors) to the extent that such scholarship funds are available.
5. Sent all Billy mailings (including Gathering calls) free of any applicable mailing fee.

- B. Directors may not be compensated for rendering services to the Billy Foundation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of [Section 3-1.C](#).

Section 3-6 **Board Vacancies**

Vacancies on the Board will exist whenever one of the following events occurs:

- A. The term for a particular director expires without the election of his or her successor.
1. Section 3-6.A notwithstanding, no director may leave office at the expiration of his or her term if the Billy Foundation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.
 2. Section 3-6.A notwithstanding, no director may leave office at the expiration of his or her term if the Board would then be out of compliance with [Section 3-1.C](#) because more than 49% of the remaining directors are “interested persons” as defined by [Section 3-1.D](#).

B. A director resigns.

1. Although it is expected that all directors will serve their full term, a director may resign at any time by giving written notice of his or her resignation to the Board or to the Billy Foundation President or Secretary.
2. Any director resignation will take effect at the time of receipt of such notice or at any later date specified by the resignation notice, and, unless otherwise specified by the notice, the acceptance of such resignation will not be necessary to make it effective.
3. Section 3-6.B.1 notwithstanding, no director may resign if the Billy Foundation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.
4. Section 3-6.B.1 notwithstanding, no director may resign if the Board would then be out of compliance with [Section 3-1.C](#) because more than 49% of the remaining directors are “interested persons” as defined by [Section 3-1.D](#).

C. A director dies or becomes incapacitated.

D. The Board declares vacant the office of a director who has been convicted of a felony, been declared by court order to be of unsound mind, or been found by an order or judgment of any court to have breached any duty under section 5230 et seq. of the California NPBC Law.

E. A director is removed from office by the Board, with or without cause, by consensus of all directors then in office who are not the subject of the removal proceedings.

F. The Board modifies [Section 3-1.A](#) of these Bylaws to increase the authorized number of directors.

Section 3-7 Election of Directors & Their Terms of Office⁸

A. Vacancies on the Board may be filled by resolution of the Board.

B. If the number of directors in office is less than the [Section 3-1.A](#) minimum, vacancies may be filled only by unanimous written consent per [Section 5-](#)

⁸ The election procedures adopted by the Board on September 18, 2005, are given in [Appendix 1](#).

5.B.

1. Any sole remaining director may elect a second director by the written consent of the sole remaining director alone. Thereafter, each remaining vacancy may be filled only by the consent of all directors then in office.
- C. Each director is elected to a two-year term, extending from his or her election until the adjournment of such meeting as would be (or would have been) regularly held in the month two (2) years thereafter.
1. A director may be re-elected to consecutive and/or multiple terms, without limit.
 2. Section 3-7.C notwithstanding, any director may be elected to a term of special length as determined by resolution of the Board.

Section 3-8 **Non-Liability, Insurance & Indemnification**

- A. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- B. When any civil, criminal, administrative, or investigative proceeding is brought to procure a judgment against a person who is, or was, a director, officer, employee, or other agent of the Billy Foundation by reason of the fact that he or she is, or was, an agent of the Billy Foundation, indemnification shall be provided by the Billy Foundation as follows:
1. To the extent that such a person is successful in defense of any claim, issue, or matter therein, such person will be indemnified against expenses actually and reasonably incurred by him or her in connection with such proceeding.
 2. To the extent that such a person either settles any such claim or sustains a judgment against him or her, indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings will be provided only to the extent allowed by, and in accordance with, the requirements of section 5238 of the California NPBC Law.
- C. The Board may authorize the purchase and maintenance of insurance on behalf of any director, officer, employee, or other agent of the Billy Foundation against any liability, other than for violating the self-dealing provisions of section 5233 of the California NPBC Law, asserted against or

incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Billy Foundation would have the power to indemnify the agent against such liability under the provisions of section 5238 of the California NPBC Law.

Section 3-9 Honorary Directors

The Billy Foundation honors the following persons because of the extraordinary effort, creativity, and leadership they exerted in forming, supporting, and guiding our organization. These honorary positions do not carry any rights or responsibilities and will not be considered when determining a [Section 5-4](#) quorum.

Founders: Terry Brown, Richard DiGiulio, Jackson Branum and Ron Vanscoyk

Directors Emeritus: Karen Ottoboni and Paul Mueller

ARTICLE 4 - OFFICERS

Section 4-1 Billy Foundation Officers & Their Qualifications

- A. The officers of the Billy Foundation will be a President, a Vice President, a Secretary, and a Treasurer.
- B. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may concurrently serve as the President.⁹
- C. The Board may appoint such other subordinate officers, or agents as it may deem desirable, and such officers will serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.¹⁰
- D. Any person may serve as an officer of the Billy Foundation, except that the offices of President and Vice President must be filled by persons who are concurrently serving as Board directors.

1. A President or Vice President whose term as director has expired

⁹ As a result of this restriction, should the number of directors serving on the Board fall below three, then the offices of Secretary and Treasurer (or perhaps both) must be filled, pursuant to Section 4-1.D, by persons who are not Board directors.

¹⁰ Reference to portfolio holders removed per Board of Director consensus 8/19/2018

may not act in their officer capacity until and unless they are re-elected as a Board director.

Section 4-2 Duties of President

The President will be the chief executive officer of the Billy Foundation. Subject to the control of the Board, the President will:

- A. Supervise and control the affairs of the Billy Foundation and the activities of its officers.
- B. Chair and facilitate Board meetings (or designate another director or officer to chair such meetings), unless another director is designated as chairperson per [Section 5-6.A](#).
- C. Execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board, except as otherwise expressly provided by law, the [Articles of Incorporation](#), or these Bylaws¹¹, or if another person has been so authorized by [Section 7-1.A](#).
- D. Perform all other general duties incident to the office of President and such other duties as may be required by law, the [Articles of Incorporation](#), or these Bylaws¹², or which may be assigned to him or her from time to time by the Board.

Section 4-3 Duties of Vice President

The Vice President will:

- A. In the absence of the President, or in the event of the President's inability or refusal to act, perform all the duties of the President. When so acting, the Vice President will have all the powers of, and be subject to all the restrictions on, the President.
- B. Have other powers and perform such other duties as may be prescribed by law, the [Articles of Incorporation](#), or these Bylaws, or which may be assigned to him or her from time to time by the Board.

¹¹ See [Section 7-2](#).

¹² See [Sections 4-9.B](#) and [5-2.B.1](#).

Section 4-4 **Duties of Secretary**

The Secretary will:

- A. Certify and keep at the [Section 9-1](#) principal office of the Billy Foundation the original or a copy of these Bylaws pursuant to [Section 10-1.A](#).
- B. Keep at the principal office of the Billy Foundation a book of minutes, pursuant to [Section 10-1.B](#).
- C. See that all notices are duly given in accordance with the provisions of [Section 5-3](#) or as required by law.
- D. Be custodian of the records and of the corporate seal, and see that the seal is affixed to all duly executed documents per [Section 10-2.C](#).¹³
- E. Except as provided by [Section 5-6.B](#), act as secretary of all meetings of the Board and be responsible for the recording of written minutes per [Section 10-1.B](#).
- F. Upon request and at all reasonable times, exhibit the Bylaws and the minutes of the proceedings of the Billy Foundation to any director, or to his or her agent or attorney.
- G. Perform all general duties incident to the office of Secretary and such other duties as may be required by law, the [Articles of Incorporation](#), or these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 4-5 **Duties of Treasurer**

The Treasurer will be the chief financial officer of the Billy Foundation. Subject to the provisions of [Article 7](#) of these Bylaws, the Treasurer will:

- A. Have charge and custody of, and be responsible for, all funds and securities of the Billy Foundation, and ensure that all such funds are deposited in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board.
- B. Receive and give receipt for, or supervise the receipt of, monies due and payable to the Billy Foundation from any source whatsoever.

¹³ As of 2011, the Board had not authorized use of a corporate seal.

- C. Disburse, or cause to be disbursed, the funds of the Billy Foundation as may be directed by the Board, taking proper vouchers for such disbursements.
- D. Keep and maintain, or supervise the maintenance of, adequate and correct accounts of the Billy Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses, pursuant to [Section 10-1.C](#).
- E. Take the lead in preparing a draft budget and assisting the Board in its discussion, amendment, and adoption of an annual budget.
- F. Ensure that monthly financial reports are prepared for Board meetings, as specified by the Board.
- G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- H. Upon request and at all reasonable times, exhibit the Billy Foundation books of account and financial records to any director, or to his or her agent or attorney.
- I. Upon request, render to the President and directors an account of any or all of his or her transactions as Treasurer and of the financial condition of the Billy Foundation.
- J. Perform all general duties incident to the office of Treasurer and such other duties as may be required by law, the [Articles of Incorporation](#), or these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 4-6 Officer Compensation

- A. The salaries of the officers, if any, will be fixed from time to time by resolution of the Board,¹⁴ and no officer will be prevented from receiving such salary by reason of the fact that he or she is also a director of the Billy Foundation.
 - 1. Section 4-6.A notwithstanding, a salary may not be paid to an officer who is a Billy Foundation director if receipt of such salary results puts the number of interested persons serving on the Board above

¹⁴ As of 2011, no officer salary has ever been authorized.

the maximum¹⁵ allowed by [Section 3-1.C](#).

- B. In all cases, any salaries received by officers of the Billy Foundation will be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

Section 4-7 **Officer Elections and Terms**

- A. Officers will be elected by the Board, at any time, and shall serve one-year terms. Successive terms are permitted.
- B. Section 4-7.A notwithstanding, any officer may remain in office until his or her successor is elected.¹⁶

Section 4-8 **Removal and Resignation of Officers**

- A. The Board may at any time, with or without cause, remove any officer by consensus of all directors then in office who are not the subject of the removal proceedings.
- B. Any officer may resign at any time by giving written notice of his or her resignation to the Board or to the Billy Foundation President or Secretary.
 - 1. Any officer resignation shall take effect at the date of receipt of such notice or at any later date specified by the resignation notice, and, unless otherwise specified by the notice, the acceptance of such resignation shall not be necessary to make it effective.
- C. The above provisions of this section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board, relating to the employment of any officer of the corporation.

Section 4-9 **Vacancies**

- A. Any officer vacancy caused by death, resignation, removal, disqualification, or otherwise will be filled by resolution of the Board.
- B. In the event of a vacancy in any office other than that of President, the

¹⁵ Forty-nine percent.

¹⁶ But see [Section 4-1.D.1](#) which requires that the President and Vice President be at all times current members of the Board. Note that although officers may remain in office past the expiration of their terms, per [Section 3-6.A](#) directors may not.

President may appoint any qualifying person to temporarily serve in the vacant position until such time as the Board fills the vacancy.

- C. Vacancies occurring in subordinate offices appointed at the discretion of the Board pursuant to [Section 4-1.C](#) may or may not be filled as the Board shall determine.

ARTICLE 5 – BOARD MEETINGS & BUSINESS

Section 5-1 Regular & Special Meetings

- A. Regular meetings of the Board will be held on a specified day of each month unless prior notice is given.¹⁷
- B. Special meetings of the Board may be called by any [Section 4-1.A](#) officer or by any two directors.
- C. Meetings are open to all Billys and Billykin, who may participate without vote.
 - 1. Whenever necessary and appropriate to consideration of pending personnel or legal matters, as permitted and/or required by California law, the Board may withdraw to a “closed session” and exclude all persons who are not current directors.
 - 2. The Board will make every effort to operate transparently and inclusively and will keep the number of section 5-2.C.1 closed sessions to the bare minimum necessary.

Section 5-2 Place of Meetings

- A. Regular meetings may be held at any place, within or without the State of California, as provided by resolution of the Board.¹⁸
- B. Special meetings may be held at any time or place designated by the person(s) calling the meeting (per [Section 5-1.B](#)), as long as no director objects in a timely manner.

¹⁷ Since before 2005, the Board has regularly met on the third Sunday of each month, at 1:00 p.m.

¹⁸ As of June 21, 2009, regular meetings alternate between Sonoma County and the Bay Area, with Bay Area meetings alternating between San Francisco and the East Bay. Generally held at Billy homes, the address of each regular meeting is determined by the Board and noticed to the community.

1. Once any director has made a timely objection to the time or place of a special meeting, the President or his/her designee will make due diligent efforts to find and set an alternative time and place that will:
 - a. Not knowingly exclude any director who holds a divergent view of the issues on the agenda of the special meeting;
 - b. Allow a maximum number of directors to attend; and
 - c. Allow for timely resolution of the issues at hand.
- C. Any special meeting will be valid only if (1) timely notice has been given per Section 5-3, or (2) the waiver/consent of all absent directors is given per [Section 5-3.F](#).
- D. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all directors participating in such meeting can participate in the manner described in [Section 5-4.B](#).

Section 5-3 **Notice of Meetings**

- A. Notice for Regular Meetings. Regular meetings of the Board may be held without notice.
 1. Section 5-3.A notwithstanding, notice of each regular Board meeting will be given to the Billy community at large. Such notice will be considered timely and sufficient if sent by email at least one week prior to the meeting to all Billys and Billykin who have provided their current email address to the foundation for the purpose of receiving ongoing communications regarding Board business.
- B. Notice for Special Meetings. Special meetings of the Board shall be held upon four (4) days written notice by first-class mail, or forty-eight (48) hours notice delivered personally or by electronic means pursuant to [Section 5-3.G](#).
- C. Notice Content. Notice of meetings will specify the place, day, and hour of the meeting. The purpose of and agenda for any meeting will be specified in the notice, if possible.
- D. Notice Validation. Any notice will be considered valid if delivered in the timeframe noted in [Section 5-3.B](#) and delivered to the address shown on the

books of the corporation.¹⁹ If sent by mail, the notice will be deemed to be delivered on its deposit into the mail. If sent by electronic means, the notice will be deemed to be delivered on confirmation of delivery to the recipient machine.

E. *Notice for Adjourned Meetings.* Adjourned meetings²⁰ are subject to the above notice requirements, except that:

1. If the time and place of the adjourned meeting is fixed at the original meeting, no notice need be given to any directors present at the original meeting.
2. If the adjourned meeting is to be held no more than twenty-four (24) hours from the time of the original meeting,²¹ no notice need be given to directors absent from the original meeting or to the Billy community at large.
3. The agenda for the adjourned meeting need not be included in any notice.

F. *Waiver of Notice & Consent to Hold Meetings.* The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a [Section 5-4](#) quorum is present and provided that each absent director either (1) signs, before or after the meeting, a waiver of notice or a consent to holding the meeting, or (2) participates, whether by affirmative vote or by standing aside, in the approval of the minutes of that meeting.

1. All such waivers and consents shall be in writing and filed with the corporate records or made a part of the minutes of the meeting.²²

¹⁹ The [Appendix 2](#) form is suggested for this purpose.

²⁰ “Adjourned meetings” here refers to meetings that do not conclude but are continued at a later time and place. Per Wikipedia (http://en.wikipedia.org/wiki/Main_Page), adjourn means to “suspend proceedings to another time or place, or to end them.”

²¹ “Such adjournments would typically occur because the issues which require resolution face an impending deadline. This paragraph is not intended to preclude notice to absent members or the community, but merely to allow the Board to (a) make emergency decisions when notice to absent persons is impractical or impossible under the circumstances, or (b) continue a meeting held at a retreat where it is reasonable to expect that it will be impractical or impossible for absent persons to attend the adjourned meeting given travel time and the one-day timeframe. Even under such circumstances, however, notice should be given when possible.

²² If a meeting is not properly called or noticed, or is held at an inappropriate time or place, any absent director may per this Section exercise the right to nullify all actions taken at that meeting. He or she may most straightforwardly accomplish this nullification by subsequently objecting to and blocking approval of the minutes of the improper meeting. If the absent director, however, participates in the approval of those minutes, his or her right to object to the improper meeting is lost.

G. Electronic Notice & Transmissions.²³ Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail, provided:

1. For electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such electronic communication.²⁴
2. For electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission.
3. For all electronic transmissions, the transmission creates a record that can be retained, retrieved, reviewed and rendered into clearly legible tangible form.
4. For all electronic transmissions, a printed (paper) record will be made as soon as reasonably practical by a person designated by the Board, signed (or initialed) and dated by such person, and retained in the corporation’s records under the same procedures as are used for communications originally in paper form.

Section 5-4 Quorum for Meetings

- A. A quorum shall consist of fifty percent (50%), and not less than four, of the directors serving on the Board.
- B. Although physical attendance at meetings is encouraged as it benefits the consensus process, directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with [Sections 5-3.G.1 and 5-3.G.2](#) of

²³ As of the adoption of these Bylaws in 2011, the “writings” to which Section 5-3.G applies are:

- applications to serve as a director ([Section 3-1.B.3](#))
- consent given by a director (or others) to receive email notice of meetings ([Section 5-3.G.1](#), see also [Section 3-4.G.6](#))
- notice of special meetings of the Board ([Section 5-3.B](#)) and of Board Committees ([Section 6-3.A](#))
- consent/waiver by directors to a meeting held after invalid notice ([Section 5-3.F](#) and [Section 5-2.C](#))
- unanimous written consent by directors ([Section 5-5.B](#), see also [Sections 3-7.B and 3-7.B.1](#))
- minutes of Board meetings ([Section 10-1.B](#), see also [Section 4-4.E](#)) and of Board Committees ([Section 6-3.B](#))
- resignation by a director ([Section 3-6.B.1](#)) or officer ([Section 4-8.B](#)).

²⁴ A sample form for this written consent is given in [Appendix 2](#).

these Bylaws, so long as the following apply:

1. Each director participating in the meeting can communicate with all the other directors concurrently, and
 2. Each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, Board resolutions.
- C. Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business on items on the approved agenda, and only those items, notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken is in accordance with the Working Agreements of [Section 5-6.C](#) of these Bylaws.
1. Section 5-4.C notwithstanding, a director who is withdrawing from a meeting may table any remaining agenda items to a future meeting so that his or her issues and concerns may be heard.
- D. Except as otherwise provided by law, the [Articles of Incorporation](#), or these Bylaws, no business will be considered by the Board at any meeting at which a quorum is not present, and the only motion that the chairperson of such a meeting may entertain is a motion to adjourn.²⁵ Directors present at such a meeting may by consensus adjourn the meeting to any date and time that is earlier than the next regular meeting of the Board.
1. Section 5-4.D notwithstanding, the Board may adopt resolutions by unanimous written consent pursuant to [Section 5-5.B](#).

Section 5-5 **Board Resolutions**

- A. *Decision by Meeting.* Every act or decision in accordance with the Working Agreements of [Section 5-6.C](#) of these Bylaws that is done or made by the directors present at a meeting duly held at which a [Section 5-4](#) quorum is present is the act of the Board, unless a greater percentage or different voting rules for approval are required by the [Articles of Incorporation](#), these Bylaws, or provisions of the California NPBC Law, particularly those provisions relating to appointment of committees (section 5212), approval of contracts or transactions in which a director has a material financial

²⁵ As in [Section 5-3.E](#), “adjourn” here means to continue the meeting to a later time and place. (See also [footnote 19](#).)

interest (section 5233),²⁶ and indemnification of directors (section 5238e).

- B. Decision by Unanimous Written Consent. 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 Board directors individually or collectively consent in writing to such action.
1. For the purposes of Section 5-5.B, “all Board directors” shall not include any director who the Board has determined has a conflict of interest in the matter at hand.
 2. Section 5-5.B written consent or consents will be filed with the minutes of the proceedings of the Board and will note any director who is not participating because of a conflict.
 3. Decisions pursuant to Section 5-5.B will have the same force and effect as the unanimous vote of the directors.
 4. Any certificate or other document filed by the Billy Foundation under any provision of law that relates to action taken by the Board pursuant to a Section 5-5.B decision will state (a) that the action was taken by unanimous written consent of the Board without a meeting, and (b) that these Bylaws authorize the directors to so act. Such statement will be prima facie evidence of such authority.
- C. Emergency Decision Making.²⁷ It is acknowledged that situations may arise in which an immediate decision must be made in an emergency when there is not time to be in contact with the entire board. Such decisions may include the sudden closing of a gathering due to fire, pandemic, or other natural disaster or the emergency purchase of food or supplies for a gathering. In that event the Board President is authorized to make a decision provided:
1. At least one other board officer is contacted and is in concurrence with the decision
 2. That decision is conveyed to the rest of the Board as soon as possible
 3. A record of that decision is recorded in the minutes of the meeting following that decision.

²⁶ Per the policy adopted 2/22/2009, as amended 12/20/2009 ([Appendix 3](#) to these Bylaws), any director who is found to have a conflict of interest may not vote on a resolution except by “standing aside”.

²⁷ Emergency Decision Making adopted by the Board of Directors August 16, 2020

Section 5-6 **Conduct of Meetings & Working Agreements**

- A. Board meetings may be facilitated by a director, selected either in rotation or by the directors present at the meeting. (See also [Section 4-2.B.](#))
- B. In the absence of the Secretary or his/her designee, the meeting facilitator will appoint another person present to record minutes per [Section 10-1.B.](#)
- C. Meetings shall be governed by the following Working Agreements:
 - 1. We agree that our process for decision making is consensus. We understand that consensus values include full participation, shared responsibility, mutual understanding, and inclusive solutions.
 - 2. We agree that meetings shall start on time and that documents circulated 5 days prior to the meeting will be read before the meeting begins.
 - 3. We agree that one person speaks at a time.
 - 4. We agree to treat each other with courtesy and respect.
 - 5. We agree to keep an open mind. We will listen to the whole idea before responding.
 - 6. We agree to keep communication focused on concerns rather than on an individual's position. We will speak to the issues: personal attacks are not acceptable.
 - 7. We agree to be brief in our words when we can, cognizant that others may wish to speak. We need not repeat or rephrase another's words when we are in agreement.
 - 8. We agree to stay engaged when we have disagreements. We will not walk away. We will try to understand.
 - 9. We agree that when conflict arises, we will address it.
 - 10. We agree that if conflict does arise, a director shall intervene as necessary.

ARTICLE 6 - COMMITTEES

Section 6.1. Committees (Updated January 19, 2020)

The Board may establish either Board or Community Committees to help carry on the work of the organization:

Board Committees help the board accomplish its administrative responsibilities in areas that could include finance/budgeting, policy development or fundraising. At least one board member must serve on Board Committees and they must report regularly of their progress to the Board.

Community Committees are formed to directly support the Billy community in areas that could include potlucks, the Gathering Council or other activities that contribute to the health and vitality of the community. Community Committees can consist entirely of non-board members and they must report regularly of their progress to the Board.

- A. Committee members are appointed to serve on committees by the Board or invited to join by a consensus vote of the existing committee members.
- B. The Board may remove any director or non-director from a Committee.
- C. Committee members will serve on a committee for at least one year unless the committee has fulfilled its responsibilities as described in its charter.
- D. Committees will inform the Board when people join or leave the committee.
- E. All committees are established by a Board approved resolution. The resolution must include a Committee Charter that describes the scope of activities expected of the committee and that indicates whether the Committee is "Standing" or "Ad Hoc." Standing Committees have long-term, ongoing responsibilities. Ad Hoc Committees are formed to accomplish a specific project or task after which they disband. In the case of Ad Hoc Committees, the resolution must also include the timeline by which the Committee is expected to complete its responsibilities.
- F. Committees have the authority to recruit additional committee members, meet at times determined by the Committee, submit articles or create publicity in support of their efforts, and spend money that has been previously authorized by the Board.
- G. All decisions by Committees will be made by consensus.
- H. The work of all Committees will be guided by the mission, values, bylaws and policies of the Billy Foundation. We will treat each other with respect and caring support.
- I. Committees do not have the authority to represent the organization outside of the Billy community without prior Board approval.

ARTICLE 7 –INSTRUMENTS, DEPOSITS, FUNDS & ASSETS

Section 7-1 Execution of Instruments

- A. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Billy Foundation 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.
- B. Unless authorized by a Section 7-1.A resolution, no officer, agent, employee or committee shall have any power or authority to bind the Billy Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 7-2 Checks and Notes

Except as determined by resolution of the Board,²⁸ or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Billy Foundation will be signed by the Treasurer and countersigned by the President.

Section 7-3 Deposits

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

Section 7-4 Gifts

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

Section 7-5 Prohibition Regarding Sharing Corporate Profits & Assets

- A. No director, officer, employee, or other person connected with the Billy Foundation, or any private individual, will receive at any time any of the net earnings or pecuniary profit from the operations of the corporation.

²⁸ For many years, the Board has authorized co-signature by any two officers. Since November 18, 2007, it has also authorized co-signature by an officer and the Resource Coordinator. (However, the Resource Coordinator is not authorized to sign checks for payments to himself or for petty cash.) These authorizations were reconfirmed by resolution on March 21, 2010.

- B. The prohibition of Section 7-5 will not, however, prevent payment to any person of reasonable compensation for services performed for the Billy Foundation 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.

ARTICLE 8 – FISCAL YEAR

The fiscal year shall run from each April 1 through March 31 of the following calendar year.

ARTICLE 9 - OFFICES

Section 9-1 Principal Office

The principal office of the Billy Foundation for the transaction of business is located in Sonoma County, California.²⁹

Section 9-2 Change of Address

- A. The county of the corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise.
- B. Section 9-2.A notwithstanding, the Council may change the principal office from one location to another within the county named in Section 9-1 by noting the changed address and effective date below, and such changes of address will not be deemed an amendment of these Bylaws:

<u>Address</u>	<u>effective date</u>
101 S. Main Street, Ukiah, CA 95482	August 4, 1993
210 S. Main Street, Ukiah, CA 95482	July 1, 2002
211 Standley Street, Ukiah, CA 95482	July 17, 2006
1100 Coddington Center, Suite 3, Santa Rosa CA 95401-3516	April 16, 2010

Section 9-3 Other Offices

The Billy Foundation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may

²⁹ Prior to April 18, 2010, the principal office was located in Mendocino county.

require and as the Board may, from time to time, designate.

ARTICLE 10 –RECORDS, SEAL & ANNUAL REPORT

Section 10-1 Maintenance of Corporate Records

The Billy Foundation will maintain the following records at its [Section 9-1](#) principal office:

- A. Copies of the corporation’s [Articles of Incorporation](#) and Bylaws as amended to date.
- B. Minutes of all Board and Board Committee meetings, indicating the time and place of such meetings, whether regular or special, the notice given, the names of those present and the proceedings thereof.
 - 1. Minutes of special meetings will indicate the names of the persons calling the meeting per [Section 5-1.B](#).
- C. 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.

Section 10-2 Corporate Seal

- A. The Board may adopt, use, and alter at will, a corporate seal.³⁰
- B. Such seal will be kept at the [Section 9-1](#) principal office.
- C. The seal will be affixed to duly executed documents as authorized by law or by resolution of the Board.
- D. Failure to affix the seal to Billy Foundation instruments, however, will not affect the validity of any such instrument.

Section 10-3 Director Inspection Rights

- A. Each director has the absolute right at any reasonable time during office hours to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Billy Foundation.

³⁰ As of 2011, the Board had not yet adopted a corporate seal.

- B. Any such inspection may be made in person or by agent or attorney.
- C. The right to inspection includes the right to copy and make extracts.

Section 10-4 Annual Report

- A. The Board will cause an annual report to be furnished to all directors not later than one hundred and twenty (120) days after the close of the [Article 8](#) fiscal year, which report shall contain the following information in appropriate detail:
 - 1. The assets and liabilities, including the trust funds, of the Billy Foundation as of the end of the fiscal year.
 - 2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - 3. The revenue of the Billy Foundation, both unrestricted and restricted to particular purposes, for the fiscal year.
 - 4. The expenses or disbursements of the Billy Foundation, for both general and restricted purposes, during the fiscal year.
 - 5. A “Statement of Specific Transactions” as specified in Section 10-4.B.
 - 6. Either a report of independent accountants or the certificate of the Treasurer or other authorized officer of the Billy Foundation declaring that the above Annual Report details were prepared without audit from the books and records of the corporation.
- B. The Billy Foundation will prepare an annual “Statement of Specific Transactions” which lists any transaction, indemnification or advance to which the Billy Foundation, or its parent or its subsidiary, was a party, and in which any director or officer of the corporation, or its parent or subsidiary had a direct or indirect material financial interest.
 - 1. For the purposes of Section 10-4.B, a mere common directorship shall not be considered a material financial interest.
 - 2. For the purposes of Section 10-4.B, a “transaction” shall be either a single transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000). Transactions which do not make either of these thresholds need not be reported.

3. For the purposes of Section 10-4.B, an “indemnification or advance” shall be indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any one director or officer. Indemnifications or advances which do not aggregate to this threshold need not be reported.
4. For each reported transaction, indemnification or advance, the Section 10-4.B statement shall briefly describe the following information: the names of the interested person(s) involved, each person’s relationship to the Billy Foundation, the nature of such person’s interest in the transaction and, where practical, the dollar amount of such interest, provided that in the case of a transaction with a partnership of which a director or officer is a partner, only the interest of the partnership need be stated.

ARTICLE 11 – AMENDMENT OF BYLAWS

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 resolution of the Board.

ARTICLE 12 – AMENDMENT OF ARTICLES OF INCORPORATION

Section 12-1 Amendment Process

Any amendment of the [Articles of Incorporation](#) may be adopted by resolution of the Board.

Section 12-2 Prohibited Amendments

Section 12-1 notwithstanding, the Billy Foundation 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 this corporation,³¹ 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 Corporations pursuant to section 6210 of the California NPBC Law.

³¹ See [Appendix 4](#).

ARTICLE 13 – DISSOLUTION OF THE CORPORATION

Section 13-1 Dissolution Process

- A. The Billy Foundation may be dissolved by simple resolution of the Board. Such dissolution will be effected after obtaining a letter from the Attorney General of California waiving any objection to the distribution of Billy Foundation assets and after sending the Attorney General’s letter and a Certificate of Dissolution to the Secretary of State.³²
- B. Section 13-1.A notwithstanding, should any sole remaining director die or become incapacitated prior to effecting dissolution of the Billy Foundation, thereby creating a situation where no persons serve on the Board of Directors, a Visioning Retreat may be called for the sole purpose of approving resolutions to distribute the remaining assets of the Billy Foundation and to dissolve the corporation.

Section 13-2 Distribution of Assets Upon Dissolution

- A. No director, officer, employee, or other person connected with this corporation, or any private individual, will be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Billy Foundation.
- B. There being no members of this corporation, all Billys and Billykin will be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the Billy Foundation, after all debts have been satisfied, shall be distributed as required by the [Articles of Incorporation](#) of this corporation to one or more non-profit funds, foundations or corporations and not otherwise.
 - 1. Such assets must be dedicated for uses that specifically support the lesbian, gay, bisexual or transgendered communities.
 - 2. Consideration should be given to dedicating these assets for use within rural, underserved counties in northern California.

³² See [Appendix 5 \(Domestic Nonprofit Corporation Dissolution Filing Requirements\)](#).

ARTICLE 14 – GOVERNING LAW

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California NPBC Law as then in effect shall apply.

❖❖

WRITTEN CONSENT OF DIRECTORS ADOPTING 2011 REVISED BYLAWS

We, the undersigned, are all of the persons currently serving as directors of the Billy Foundation, a California nonprofit corporation, and, pursuant to the authority granted to the directors by our Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws consisting of twenty-nine pages, as the Bylaws of this corporation.

Bill Blackburn

John Steven Rockwell

David Hedden

Ken Kunert

Jim Hughson

Mark Hoffheimer

Jim Stockton

Michael Eccles

Robert Cline

CERTIFICATE

This is to 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 were duly adopted by the Board of Directors of said corporation on the date set forth below.

Marcus Borgman, Resource Coordinator
The Billy Foundation

Date: _____

Election of Directors to the Board

9/18/2005

1. **Minimum Director Qualification:** A prospective Board member must have attended a minimum of 2 Board meetings in the past year and 2 gatherings in the past 2 years.
2. Once a prospective Board member has indicated his/her interest in joining the Board the Resource Coordinator will send the prospective Board member the following Letter of Application:

“Dear Prospective Board Member:

Thanks for expressing interest in joining the Billy Foundation’s Board of Directors. Each prospective Board member must attend at least two Board meetings in the past year and two gatherings in the past 2 years prior to applying to serve on the Board. To apply, please write a Letter of Application addressing the 5 points listed below. Send your completed Letter to the Billy Office, which will forward it to the Board members. The Board will then discuss your application at its next Board meeting.

Please address the following topics in your Letter:

- 1) *Acknowledge your desire to serve the Billy community.*
- 2) *Comment on the Billy organization - expressing your views, concerns and specific ideas for its future development.*
- 3) *Discuss the skills, knowledge and resources you offer the Billy community - personally and professionally.*
- 4) *Discuss your strengths, for example in finance, fundraising, administration, publicity, education, policy, etc.*
- 5) *Discuss your time constraints, limitations or possible conflicts of interest.*
- 6) *Discuss your view of consensus and the Board Working Agreements (copy to be provided).*

Board members are expected to attend all Board meetings. A typical Board meeting lasts from 4-5 hours and is held on the third Sunday afternoon of each month. Generally, two of three meetings in a calendar quarter are held at the Billy Office in Ukiah, with the third held in Sonoma County. If a Gathering falls on the same day as a regularly scheduled Board meeting, the Board meeting is delayed until the following Sunday. In addition to attending monthly meetings, Board members are expected to attend the annual Vision Retreat and Board Retreat as well as spend additional time working on portfolios, committees and special projects. Board members are asked to serve for at least two years. Being on the Billy Board means you are a

spokesperson for the organization and its mission: To establish intimacy and community among gay and bisexual men, and to build bridges with supportive communities.

We are delighted to know of your interest, and look forward to receiving your Letter of Application.

Sincerely,

Resource Coordinator”

3. Prospective Board members must complete the Letter of Application and send it to the Resource Coordinator for distribution to the Board before their application can be considered.
4. The President of the Board or a designated Board member will ensure the process enumerated below is followed:
 - a) Following the receipt of the letter, a period of candidacy evaluation begins. This period will last a minimum of one month, ending with the first Board meeting after one month has elapsed. During that time Board members can consult with other Board members, the Billy public, and the Board applicant concerning his/her application.
 - b) If a Board member(s) has questions or concerns about the candidate’s application, he/she is obligated to contact the applicant and seek additional information. Any information obtained through this procedure must be shared with the entire Board as a part of the decision-making process.
 - c) At the Board meeting where the applicant’s candidacy will be decided, Board members, the applicant, and any of the public attending are invited to make any additional statements or comments they would like on this issue. When the Board makes its decision, the applicant can either remain in the room or leave, depending on what he or she desires.
5. In deciding the candidacy, the Board may opt to:
 - a) **accept the candidate**
If the applicant has left the room, the Board president (or delegate) will contact the applicant, tell them of their acceptance and invite them to the next Board meeting;
 - b) **reject the candidate**
If the applicant has left the room, the Board president (or delegate) will contact the applicant and explain the reasons for the rejection;
 - c) **inform the candidate that insufficient information is available for the Board to make a decision at this time**
If this happens, the applicant is invited to submit any additional information that may help the Board reach a consensus on the applicant.

Printed Name of Director: _____

Billy Director Contact Information *and* Consent to Receive Email Communications and Notices of Meetings

Below is the address, telephone number, and email account to which communications to me from the Billy Foundation should be directed. I give permission for the foundation to contact me at any indicated secondary addresses should an emergency arise. In case of a medical emergency, the foundation should contact the person indicated as my Emergency Contact.

I hereby affirm that I am willing to receive email communications from the Billy Foundation and hereby agree to receive email notice of meetings.

Principle address: _____

Principle phone number: _____

Principle email address: _____

Secondary address(es): _____

Secondary phone number(s): _____

Secondary email address(es): _____

Emergency Contact: _____

Emergency Contact address(es): _____

Emergency Contact phone number(s): _____

Emergency Contact email address(es): _____

signature

date

Conflict of Interest Policy

as amended 12/20/2009

Article I - Purpose

The purpose of this conflict of interest policy is to provide some protections to the Billy Foundation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee or portfolio holder of the Billy Foundation or might result in a possible excess benefit transaction.¹ This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II - Definitions

1. Interested Person

Any director, principal officer, employee, portfolio holder or member of a committee with governing board delegated powers (i.e., a director serving on a “Board Committee” per section 6.1 of the foundation’s Bylaws) who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Billy Foundation has a transaction or arrangement,
- b. A compensation arrangement with the Billy Foundation or with any entity or individual with which the Billy Foundation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Billy Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a

¹ “The term ‘excess benefit transaction’ means any transaction in which an economic benefit is provided by an applicable tax-exempt organization directly or indirectly to or for the use of any disqualified person if the value of the economic benefit provided exceeds the value of the consideration (including the performance of services) received for providing such benefit. For purposes of the preceding sentence, an economic benefit shall not be treated as consideration for the performance of services unless such organization clearly indicated its intent to so treat such benefit” (Internal Revenue Code, Title 26, Subtitle D, Chapter 42, Subchapter D, Section 4958(C)(1)(A).)

person who has a financial interest may have a conflict of interest only if the Billy Foundation Board of Directors (“Board”) or Board Committee establishes that a conflict of interest exists.

Article III - Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Board Committee considering the proposed transaction or arrangement.

2. Establishing Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or Board Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors shall decide by resolution if a conflict of interest exists.

3. Procedures for Addressing an Established Conflict of Interest

If a conflict of interest has been established, the following procedures shall be followed.

- a. An interested person may make a presentation at a Board or Board Committee meeting and, if the Board or Board Committee so requests, participate in the discussion of the transaction or arrangement, but shall stand aside (*i.e.*, cast neither an affirmative vote or a blocking vote) and not participate in the vote on the transaction or arrangement involving the established conflict of interest.
- b. The chairperson of the Board or Board Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or Board Committee shall determine whether the Billy Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Board Committee shall first determine by consensus vote of the disinterested directors whether the transaction or arrangement is in the Billy Foundation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with this determination, the Board or Board Committee shall then resolve whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Board or Board Committee has reasonable cause to believe a person has failed to disclose a financial interest that poses actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford him or her an opportunity to respond and explain the alleged failure to disclose.
- b. If, after hearing this response and after making further investigation as warranted by the circumstances, the Board or Board Committee determines the person has failed to disclose a financial interest that poses an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the Board and all Board Committees shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board or Board Committee’s decision as to whether a conflict of interest has been established.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

- a. A director who receives compensation, directly or indirectly, from the Billy Foundation for services is precluded from voting on matters pertaining to that director’s compensation and must stand aside.
- b. A director who is a voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Billy Foundation for services is precluded from voting on matters pertaining to that director’s compensation and must stand aside.
- c. No director is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

Each director, Board officer, employee, portfolio holder or member of a Board Committee shall annually sign a statement which affirms such person:

- a. Has received a copy of this conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the Billy Foundation is charitable and that it must, in order to maintain its federal tax exemption, engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII – Periodic Reviews

To ensure the Billy Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Billy Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in personal gain or advantage to the detriment of the organization, impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Billy Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Billy Foundation Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

Annual Statement regarding Conflicts of Interest

I hereby affirm that I have received a copy of the Billy Foundation conflicts of interest policy, and have read and understand the policy.

I agree to comply with the policy, and understand the Billy Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

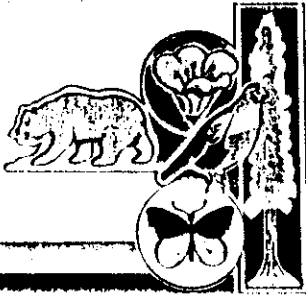
To further the full disclosure required by Article III, Section 1, of the Billy Foundation conflicts of interest policy, I hereby declare the following financial interests (as that term is defined in Article II, Section 2 of the Billy Foundation conflicts of interest policy):

signature

date

Printed Name: _____

1863116



State
of
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

AUG - 4 1993



March Fong Eu

Secretary of State

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

AUG 24 1993

MARCH FONG EU, Secretary of State

**ARTICLES OF INCORPORATION
OF
THE BILLY FOUNDATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ONE: The name of this corporation is **The Billy Foundation**.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are

The Billie Foundation is an organization formed to affirm the social, community health, health education and service needs of gay and bisexual men and their interpersonal support systems.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is **Douglas Murphey, 294 Windsor River Rd., Windsor, Ca. 95492**

FOUR: (a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Terry Brown	101 South Main St., Suite B	Ukiah, CA 95482
Alfred McClure	3551 Road B.	Redwood Valley, CA 95470
Douglas Murphey	294 Windsor River Rd.	Windsor, Ca 95492
Jackson Branum	101 South Main St., Suite A	Ukiah, CA 95482
Virginia Reynolds	3551 Road B	Redwood Valley, CA 95470
Karen Ottoboni	649 North Dora St.	Ukiah, CA 95482
Gryphon Blackswan	1744 Esperanza	Santa Cruz, CA 94562
Rick Feld	26690 Hawk Rd.	Willets, CA 95490

SIX: The property of this corporation is irrevocably dedicated to tax exempt purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for tax exempt purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Date: March 26, 1993

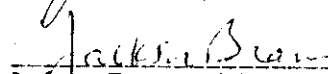

Terry Brown, Director


Douglas Murphey, Director


Virginia Reynolds, Director


Gryphon Blackswan, Director


Alfred McClure, Director


Jackson Branum, Director



Karen Ottoboni, Director


Rick Feld, Director

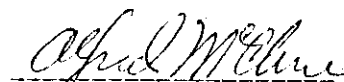
We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

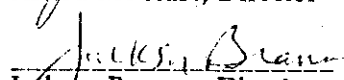

Terry Brown, Director


Douglas Murphey, Director


Virginia Reynolds, Director


Gryphon Blackswan, Director


Alfred McClure, Director


Jackson Branum, Director


Karen Ottoboni, Director


Rick Feld, Director



Domestic Nonprofit Corporation Dissolution Filing Requirements

The voluntary dissolution of a domestic nonprofit corporation is initiated by an election to dissolve. The election to dissolve may be made by the vote or written consent of a majority of all the members of the corporation or, if there are no members, by the board of directors. Following this election the corporation must file documents with the Secretary of State, as discussed below.

To dissolve, the corporation must file a Certificate of Election to Wind Up and Dissolve (Form ELEC NP) prior to or together with a Certificate of Dissolution (Form DISS NP). However, if the election to dissolve is made by the vote of all the members, or if the corporation has no members, by the vote of all the directors, only the Certificate of Dissolution is required to be filed. Additional requirements are as follows:

- Public benefit or religious corporations: If the dissolving corporation is a public benefit or religious corporation, the Certificate of Dissolution must be accompanied by a letter from the Attorney General that either waives objections to the distribution of the corporation's assets pursuant to California Corporations Code section [6716\(c\)](#) or confirms that the corporation has no assets. (California Corporations Code sections [6615](#) and [9680](#).)
- Mutual benefit corporations: If the dissolving corporation is a mutual benefit corporation, and that corporation is holding assets in a charitable trust, the distribution of those assets must be approved by the Attorney General or made by decree of a superior court. (California Corporations Code section [8716](#).)
- Information regarding the required letter/approval from the Attorney General can be obtained by calling the Office of the Attorney General - Registrar of Charitable Trusts at (916) 445-2021 or can be downloaded from the Attorney General's website under Charitable Trusts at www.caag.state.ca.us/charities. A written request for the required letter/approval can be mailed to the Office of the Attorney General - Registrar of Charitable Trusts at P.O. Box 903447, Sacramento, California 94203 -4470.

Upon the filing of the Certificate of Dissolution by the Secretary of State, the corporation will be completely dissolved and its corporate existence will cease.

Filing instructions along with the above-mentioned forms are enclosed. The preprinted forms were created for ease in filing, however, any format may be used, provided it meets statutory requirements. Statutory filing requirements are found in California Corporations Code sections [6611](#), [8611](#), [9680](#) or [12631](#) (Certificate of Election To Wind Up and Dissolve) and [6615](#), [8615](#), [9680](#) or [12635](#) (Certificate of Dissolution). It is recommended for proof of submittal that if the document(s) are mailed to the Secretary of State, the documents be sent by Certified Mail with Return Receipt Requested.

Please note: Dissolution documents **cannot** be filed on behalf of a corporation that has been suspended by the California Franchise Tax Board pursuant to California Revenue and Taxation Code sections [23301](#), [23301.5](#) and [23775](#), and are not required to be filed on behalf of a corporation that has already dissolved or merged out of existence in California.



ELEC NP

State of California Secretary of State

Domestic Nonprofit Corporation Certificate of Election To Wind Up and Dissolve

NOTE: To complete the dissolution process, the corporation must also file a Certificate of Dissolution (Form DISS NP).

There is no fee for filing a Certificate of Election To Wind Up and Dissolve.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

Corporate Name (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1. Name of corporation

Required Statement (The following statement is required by statute and should not be altered.)

2. The corporation has elected to wind up and dissolve.

Election (Check the applicable statement. Note: Only one box may be checked.)

- 3. The election was made by the vote of _____ members of the corporation, constituting a majority of all the members.
(number of members)
- The election was made by the board of directors together with the vote of a majority of the members voting on the election to dissolve and in accordance with California Corporations Code section 5034 or 12224.
- The corporation has no members; the election was made by the board of directors of the corporation.

Signatory Authority (Check the applicable statement. Note: Only one box may be checked.)

- 4. The undersigned constitutes the sole director or a majority of the directors now in office of the above-named corporation.
- The undersigned constitute the chair of the board, president or vice president **and** the secretary, chief financial officer, treasurer, assistant secretary or assistant treasurer of the above-named corporation.
- The undersigned constitute(s) the member(s) authorized to execute this certificate by approval of a majority of all members.

Verification and Execution (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

5. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date

Signature of Director, Officer or Member

Type or Print Name of Director, Officer or Member

Signature of Director, Officer or Member

Type or Print Name of Director, Officer or Member

Signature of Director or Member

Type or Print Name of Director or Member

Instructions for Completing the Certificate of Election To Wind Up and Dissolve (Form ELEC NP)

Where to File: For easier completion, this form is available on the Secretary of State's website at www.sos.ca.gov/business/be/forms.htm and can be viewed, filled in and printed from your computer. The completed form can be mailed to Secretary of State, Document Filing Support Unit, 1500 11th Street, 3rd Floor, Sacramento, CA 95814 or delivered in person (drop off) to the Sacramento office. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

It is recommended for proof of submittal that if the Certificate of Election to Wind Up and Dissolve is mailed to the Secretary of State, the document be sent by Certified Mail with Return Receipt Requested. To facilitate the processing of documents mailed to the Secretary of State, a self-addressed envelope and a letter referencing the corporate name and number as well as the sender's name, return address and telephone number should be included with the submittal.

Legal Authority: Statutory filing provisions are found in California Corporations Code sections [6611](#), [8611](#), [9680](#) and [12631](#). All statutory references are to the California Corporations Code, unless otherwise stated.

- The Certificate of Election to Wind Up and Dissolve **is required** when the election to dissolve was approved by less than 100 percent of the members, or if the corporation has no members, by less than 100 percent of the directors. To complete the dissolution process the corporation must also file a [Certificate of Dissolution](#) pursuant to Section 6615, 8615, 9680 or 12635. Note: The corporation will not be completely dissolved until the Certificate of Dissolution is filed.
- The Certificate of Election to Wind Up and Dissolve **is not required** when the election to dissolve was approved by 100 percent of the members, or if the corporation has no members, by 100 percent of the directors, and if a statement to that effect is included in the Certificate of Dissolution.
- It is recommended that legal counsel be consulted prior to submitting dissolution documents to ensure that all issues are appropriately addressed.

Fees: There is no fee for filing a Certificate of Election to Wind Up and Dissolve. However, a \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) to the Sacramento office. The special handling fee will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee in lieu of the special handling fee. Please refer to the Secretary of State's website at www.sos.ca.gov/business/be/service-options.htm for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

Copies: The Secretary of State will certify two copies of the filed document without charge, provided that the complete copies with any required attachments are submitted to the Secretary of State with the document to be filed. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

Complete the Certificate of Election to Wind Up and Dissolve as follows:

- Item 1.** Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.
- Item 2.** This statement is required by statute and should not be altered.
- Item 3.** Check the box next to the applicable statement. Only one box may be checked. If the first box is checked, specify the number of members voting for the election to dissolve in the space provided.
- Item 4.** Check the box next to the applicable statement. Only one box may be checked.
- Item 5.** If the first box of Item 4 was checked, the certificate must be dated, signed and verified under penalty of perjury by a majority of the directors of the corporation now in office or by the sole director, if there is only one.

If the second box of Item 4 was checked, the certificate must be dated, signed and verified under penalty of perjury by two of the corporate officers authorized by Section [5062](#) or [12241](#) (i.e., the chair of the board, the president or any vice president **and** by the secretary, the chief financial officer, the treasurer or any assistant secretary or assistant treasurer).

If the third box of Item 4 was checked, the certificate must be dated, signed and verified under penalty of perjury by the member(s) authorized to execute this certificate by approval of a majority of all members.

If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to the certificate. All attachments should be 8½" x 11", one-sided and legible.



State of California Secretary of State

DISS NP

Domestic Nonprofit Corporation Certificate of Dissolution

There is no fee for filing a Certificate of Dissolution.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

Corporate Name (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1. Name of corporation

Required Statements (The following statements are required by statute and should not be altered.)

2. A final franchise tax return, as described by California Revenue and Taxation Code section 23332, has been or will be filed with the California Franchise Tax Board, as required under the California Revenue and Taxation Code, Division 2, Part 10.2 (commencing with Section 18401). The corporation has been completely wound up and is dissolved.

Debts and Liabilities (Check the applicable statement. Note: Only one box may be checked.)

3. The corporation's known debts and liabilities have been actually paid.
- The corporation's known debts and liabilities have been paid as far as its assets permitted.
- The corporation's known debts and liabilities have been adequately provided for by their assumption and the name and address of the assumer is _____.
- The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted.
(Specify in an attachment to this certificate (incorporated herein by this reference) the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depository with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.)
- The corporation never incurred any known debts or liabilities.

Assets (Mutual Benefit or Consumer Cooperative Corporations ONLY: Check the applicable statement. Note: Only one box may be checked. If the corporation is a public benefit or religious corporation, leave Item 4 blank and attach to this Certificate of Dissolution a letter from the Attorney General waiving objections to the distribution of the corporation's assets pursuant to California Corporations Code section 6716(c) or confirming the corporation has no assets (see instructions).)

4. The known assets have been distributed to the persons entitled thereto. The corporation never acquired any known assets.

Election (Check the "YES" or "NO" box as applicable. Note: If the "NO" box is checked, a Certificate of Election to Wind Up and Dissolve pursuant to California Corporations Code section 1901, 6611, 8611, 9680 or 12631 must be filed prior to or together with this Certificate of Dissolution.)

5. The election to dissolve was made by the vote of all the members of the corporation or the corporation has no members and the election was made by the vote of all the directors of the corporation. YES NO

Verification and Execution (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

6. The undersigned constitute(s) the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date

Signature of Director

Type or Print Name of Director

Signature of Director

Type or Print Name of Director

Signature of Director

Type or Print Name of Director

Instructions for Completing the Certificate of Dissolution (Form DISS NP)

Where to File: For easier completion, this form is available on the Secretary of State's website at www.sos.ca.gov/business/be/forms.htm and can be viewed, filled in and printed from your computer. The completed form can be mailed to Secretary of State, Document Filing Support Unit, 1500 11th Street, 3rd Floor, Sacramento, CA 95814 or delivered in person (drop off) to the Sacramento office. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

It is recommended for proof of submittal that if the Certificate of Dissolution is mailed to the Secretary of State, the document be sent by Certified Mail with Return Receipt Requested. To facilitate the processing of documents mailed to the Secretary of State, a self-addressed envelope and a letter referencing the corporate name and number as well as the sender's name, return address and telephone number should be included with the submittal.

Legal Authority: Statutory filing provisions are found in California Corporations Code sections [6615](#), [8615](#), [9680](#) and [12635](#). All statutory references are to the California Corporations Code, unless otherwise stated.

- The Certificate of Dissolution must be filed after or together with a [Certificate of Election to Wind Up and Dissolve](#) pursuant to Section 6611, 8611, 9680 or 12631. However, if the election to dissolve was made by the vote of all the members or, if the corporation has no members, by the vote of all the directors, only the Certificate of Dissolution is required to be filed.
- Upon filing the Certificate of Dissolution the corporation will be dissolved and its powers, rights and privileges will cease.
- It is recommended that legal counsel be consulted prior to submitting dissolution documents to ensure that all issues are appropriately addressed.

Additional Requirement (public benefit and religious corporations): If the dissolving corporation is a public benefit or religious corporation, the Certificate of Dissolution must be accompanied by a letter from the Attorney General that either waives objections to the distribution of the corporation's assets pursuant to California Corporations Code section [6716\(c\)](#) or confirms that the corporation has no assets. (Sections 6615 and 9680.) Information regarding the required letter can be obtained by calling the Office of the Attorney General - Registrar of Charitable Trusts at (916) 445-2021 or can be downloaded from the Attorney General's website under Charitable Trusts at www.caag.state.ca.us/charities. A written request for the required letter can be mailed to the Office of the Attorney General - Registrar of Charitable Trusts at P.O. Box 903447, Sacramento, California 94203-4470.

Fees: There is no fee for filing a Certificate of Dissolution. However, a \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) to the Sacramento office. The special handling fee will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee in lieu of the special handling fee. Please refer to the Secretary of State's website at www.sos.ca.gov/business/be/service-options.htm for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

Copies: The Secretary of State will certify two copies of the filed document(s) without charge, provided that the complete copies with any required attachments are submitted to the Secretary of State with the document(s) to be filed. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

Complete the Certificate of Dissolution as follows:

- Item 1.** Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.
- Item 2.** These statements are required by statute and should not be altered. For information regarding final tax returns, contact the Exempt Organization Unit of the Franchise Tax Board at (916) 845-4171 or visit their website at www.ftb.ca.gov.
- Item 3.** Check the box next to the applicable statement. Only one box may be checked. If the third box is checked, specify the name and address of the assumer in the space provided. If the fourth box is checked, specify in an attachment to this certificate, the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depository with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.
- Item 4.** Mutual Benefit or Consumer Cooperative Corporations ONLY: Check the box next to the applicable statement. Only one box may be checked.
- Item 5.** Check the appropriate box. Only one box may be checked. NOTE: If the election to dissolve was not made by the vote of all the members, or if the corporation has no members, by the vote of all the directors, a [Certificate of Election to Wind Up and Dissolve \(Form ELEC NP\)](#) must be filed prior to or together with the Certificate of Dissolution.
- Item 6.** The certificate must be dated, signed and verified under penalty of perjury by a majority of the directors of the corporation now in office or by the sole director, if there is only one.

If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to the certificate. All attachments should be 8½" x 11", one-sided and legible.