

**BYLAWS OF WEST ENTERPRISE CENTER,**  
otherwise known as **West Business Development Center**  
*(A California Nonprofit Public Benefit Corporation)*

**ARTICLE 1: NAME**

The official name of this corporation is **WEST ENTERPRISE CENTER** and is otherwise known as **West Business Development Center**.

**ARTICLE 2: PURPOSES**

This corporation has been formed for charitable purposes, to provide economic development services as stated in detail in Article II of this corporation's Articles of Incorporation. In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing primary purposes.

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

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 [public purposes, charitable purposes, or public and charitable purposes].

The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes. In no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c) (3) of the Internal Revenue Code.

**ARTICLE 3: PRINCIPAL OFFICE**

The initial principal office of this corporation shall be located at 345 Franklin Street, in the City of Fort Bragg, County of Mendocino, and State of California. The other location is 185 E. Church Street, in the City of Ukiah, County of Mendocino, and the State of California. The Board of Directors may change the location of the principal office from one location to another within said city and county. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

The Board of Directors may at any time establish branch offices at any place where this corporation is qualified to conduct its activities.

**ARTICLE 4: NONPARTISAN ACTIVITIES**

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described in Article 2, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Board members and staff may take part in partisan political activities freely on their own time, but they must not do so in the course of their regular work and responsibilities for the Organization. When endorsing or opposing a candidate for political office or taking a position on an issue for the purpose of assisting or opposing a candidate, neither board members nor employees may give the appearance that they are representing the Organization.

**ARTICLE 5: DEDICATION OF ASSETS**

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be

distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code

## **ARTICLE 6: MEMBERSHIP**

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code ("Code"). The corporation may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the Code.

## **ARTICLE 7: BOARD OF DIRECTORS**

### **SECTION 1: POWERS**

Subject to the provisions and limitations of the Code and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. The Board of Directors may appoint a CEO to manage the operation of the business. The role of the CEO will attend board meeting but are not a member of the board and does not have voting rights.

### **SECTION 2: NUMBER OF DIRECTORS**

The authorized number of directors shall be up to twenty-one (21). The number of directors may be changed by amendment or revision of these Bylaws.

### **SECTION 3: ELECTION, DESIGNATION, AND TERM OF OFFICE**

The Board of Directors shall hold office for a three (3) year term. The Board of Directors shall elect the directors. The directors may be elected at any meeting of the Board.

The corporation intends that the Board of Directors shall collectively represent a diversity of relevant backgrounds and skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of corporate activities.

### **SECTION 4: VACANCIES**

A vacancy on the Board shall occur in the event of the following:

- The death, resignation, or removal of any director
- An increase in the authorized number of directors
- The failure of the directors, at any annual or other meeting of directors at which any director or directors are to be elected, to elect the full authorized number of directors
- The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230- 5239 of the Code dealing with standards of conduct for a director
- The declaration by resolution of the Board of a vacancy in the office of a director who has missed three (3) consecutive Board meetings or a total of four (4) meetings of the Board during any one calendar year

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Article 7, Section 5, that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time

for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by:

- (1) The unanimous written consent of the directors then in office
- (2) The affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with the California Nonprofit Public Benefit Corporation Law
- (3) A sole remaining director

Any reduction of the authorized number of directors shall not result in any director's removal before his or her term of office expires.

#### SECTION 5: MEETINGS

The Board of Directors shall hold an annual meeting in November of each year for the purpose of electing directors and officers of the corporation and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth below. Other regular meetings shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice. Meetings may be held at any place designated by resolution of the Board, or, if not designated, at the principal office of the corporation. Special meetings shall be held at any place designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the corporation. Notwithstanding the above, any meeting may be held at any place consented to in writing by all the directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting.

Any meeting may be held by conference telephone, video screen communication, or other communications equipment permitted by the Code, as long as all directors participating in the meeting can communicate with one another and all other requirements of the Code are satisfied. All such directors shall be deemed to be present in person at such meeting.

Meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, the Secretary, or any two (2) directors. Notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by telephone (including a voice messaging system which records and communicates messages), facsimile, or electronic mail at least forty-eight (48) hours prior to the meeting, or communicated by telegraph, express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation, deposited in the mails or given to the telegraph company or express mail company or other carrier at least four (4) days before the date of the meeting. The notice need not specify the purpose of the meeting.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### SECTION 6: ACTION AT A MEETING

Presence of a majority of the directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws.

Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the Code. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required

quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws or the Code.

#### SECTION 7: ADJOURNED MEETING AND NOTICE

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 7, Section 5.

#### SECTION 8: ACTION WITHOUT A MEETING

The Board of Directors may take any required or permitted action without a meeting, if 2/3 of the members of the Board shall individually or collectively consent in writing (including electronic mail) to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the Code.

The Executive Committee (elected Officers of the Board of Directors) may determine an emergency circumstance and request a poll the Board of Directors for a decision necessary for the welfare of the Corporation. In such case, a 24-hour notice must be given to each Member both electronically and by telephonic communication to the last known email address and telephone number provided by the Director. Directors shall have no less than 48-hours to indicate their vote. This provision shall not be used for election and/or removal of members to the Board of Directors or for proposed changes to the Corporation Bylaws.

#### SECTION 9: FEES AND COMPENSATION

Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 8, Section 2, as may be fixed or determined by resolution of the Board of Directors.

Directors may not be compensated for rendering services to this corporation in any capacity other than director, unless such compensation is reasonable and approved as provided in Article 8, Section 4.

### ARTICLE 8: STANDARD OF CARE

#### SECTION 1: GENERAL

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

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

- One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence — so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8, Section 3, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's

obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

#### SECTION 2: LOANS

This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

#### SECTION 3: CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the interested person shall (i) fully disclose the nature of the interest and (ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so and the transaction was fair and reasonable as to the corporation at the time the corporation enters the transaction. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

All directors shall provide annually each January a statement disclosing any and all conflicts of interest or a testament indicating no such potential conflicts of interest exist.

#### SECTION 4: MUTUAL DIRECTORS

No contract or transaction between the corporation and any California nonprofit public benefit corporation, of which one or more of its directors are directors of this corporation, is void or voidable because such director(s) are present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s), or if the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.

#### SECTION 5: RESTRICTION ON INTERESTED DIRECTORS

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:

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

However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

#### SECTION 6: INDEMNIFICATION AND INSURANCE

To the fullest extent permitted by law, this corporation shall indemnify its "agents", as described in Section 5238(a) of the Code, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 6.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE 9: COMMITTEES**

### **SECTION 1: COMMITTEES OF DIRECTORS**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present:

- Designate one or more committees, each consisting of two (2) or more directors, to exercise all or a portion of the authority of the Board.
- Designate one or more advisory committees, which may include persons who are not on the Board, that do not have the authority of the Board.
- Appoint committee members and alternate members who may replace any absent member at any meeting of the committee.

All committees and their members and alternates serve at the pleasure of the Board. However, no committee, regardless of Board resolution, may:

- Approve any action that, under the Code, would also require approval of the members or approval of a majority of all members if this were a membership corporation.
- Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the Board.
- Fix compensation of the directors for serving on the Board or on any committee.
- Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
- Amend or repeal any resolution of the Board of Directors.
- Appoint any other committees of the Board of Directors or members of these committees.
- Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- Approve any self-dealing transaction, except as provided by Section 5233 of the Code. No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

### **SECTION 2: MEETINGS AND ACTIONS OF COMMITTEES**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors.

Members and alternates of a committee must receive notice of committee meetings consistent with the manner of giving, time, and notice contents requirements applicable to full board meetings.

All alternate members shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

### SECTION 3: EXECUTIVE COMMITTEE

Pursuant to Article 9, Section 1, the Board may appoint an Executive Committee composed of the Chairperson of the Board, the Vice Chairperson, the Secretary, and the Treasurer to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 9, Section 1. The Secretary of the corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee.

When a decision can be deferred until the next Board meeting, the Executive Committee shall not act on the matter. No Executive Committee meeting shall be held in lieu of a regular Board meeting, unless agreed to by a majority of the Directors.

### SECTION 4: AUDIT COMMITTEE

The Board may appoint an Audit Committee, and shall appoint an Audit Committee in accordance with the Nonprofit Integrity Act of 2004 when the corporation has gross revenues of 2 million dollars or more. Notwithstanding Article 9, Section 1, which shall otherwise govern the committee's operations, the committee may be comprised of one or more persons and may include persons other than directors of the corporation.

The membership of the Audit Committee shall not include the following persons:

- The Chairperson of the Board;
- The Treasurer of the corporation;
- Any employee of the corporation; or
- Any person with a material financial interest in any entity doing business with the corporation.

In the event that the Board appoints a Finance Committee, members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee and the Chair of the Finance Committee shall not serve on the Audit Committee.

The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary.

The Audit Committee shall confer with the auditor to satisfy its members that the corporation's financial affairs are in order, and shall review and determine whether to accept the audit.

In the event that the auditor's firm provides non-audit services to the corporation, the Audit Committee shall ensure that the auditor's firm adheres to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards published by the Comptroller General of the United States, or any standards promulgated by the Attorney General of California.

## ARTICLE 10: OFFICERS

### SECTION 1: COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present:

- Designate one or more committees, each consisting of two (2) or more directors, to exercise all or a portion of the authority of the Board
- Designate one or more advisory committees, which may include persons who are not on the Board, that do not have the authority of the Board.
- Appoint committee members and alternate members who may replace any absent member at any meeting of the committee

All committees and their members and alternates serve at the pleasure of the Board. However, no committee, regardless of Board resolution, may:

- Approve any action that, under the Code, would also require approval of the members or approval of a majority of all members if this were a membership corporation.
- Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the Board.
- Fix compensation of the directors for serving on the Board or on any committee.
- Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
- Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- Appoint any other committees of the Board of Directors or members of these committees.
- Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- Approve any self-dealing transaction, except as provided by Section 5233 of the Code No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

## SECTION 2: MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors.

Members and alternates of a committee must receive notice of committee meetings consistent with the manner of giving, time, and notice contents requirements applicable to full board meetings.

All alternate members shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

## SECTION 3: EXECUTIVE COMMITTEE

Pursuant to Article 9, Section 1, the Board may appoint an Executive Committee composed of the Chairperson of the Board, the Vice Chairperson, the Secretary, and the Treasurer to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 9, Section 1. The Secretary of the corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee.

When a decision can be deferred until the next Board meeting, the Executive Committee shall not act on the matter. No Executive Committee meeting shall be held in lieu of a regular Board meeting, unless agreed to by a majority of the Directors.

## SECTION 4: AUDIT COMMITTEE

The Board may appoint an Audit Committee, and shall appoint an Audit Committee in accordance with the Nonprofit Integrity Act of 2004 when the corporation has gross revenues of 2 million dollars or more. Notwithstanding Article 9, Section 1, which shall otherwise govern the committee's operations, the committee may be comprised of one or more persons and may include persons other than directors of the corporation.



The membership of the Audit Committee shall not include the following persons:

- The Chairperson of the Board;
- The Treasurer of the corporation;
- Any employee of the corporation; or
- Any person with a material financial interest in any entity doing business with the corporation.

In the event that the Board appoints a Finance Committee, members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee and the Chair of the Finance Committee shall not serve on the Audit Committee.

The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary.

The Audit Committee shall confer with the auditor to satisfy its members that the corporation's financial affairs are in order, and shall review and determine whether to accept the audit.

In the event that the auditor's firm provides non-audit services to the corporation, the Audit Committee shall ensure that the auditor's firm adheres to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards published by the Comptroller General of the United States, or any standards promulgated by the Attorney General of California.

## **ARTICLE 11: EXECUTION OF CORPORATE INSTRUMENTS**

### **SECTION 1: EXECUTION OF CORPORATE INSTRUMENTS**

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the Chairperson of the Board, Vice Chairperson of the Board, or the CEO and by the Secretary or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by the CEO.

### **SECTION 2: LOANS AND CONTRACTS**

No loans or advances shall be contracted on behalf of the corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

## **ARTICLE 12: RECORDS AND REPORTS**

### **SECTION 1: MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

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

### **SECTION 2: MAINTENANCE AND INSPECTION OF FEDERAL TAX EXEMPTION APPLICATION AND ANNUAL INFORMATION RETURNS**

The corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### SECTION 3: MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the Chairperson or CEO, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney.

### SECTION 4: PREPARATION OF ANNUAL FINANCIAL STATEMENTS

The corporation shall prepare annual financial statements using generally accepted accounting principles. If required by law or as determined by the Board, such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Audit Committee established by these Bylaws. The corporation shall make these financial statements available to the California Attorney General and members of the public for inspection no later than nine (9) months after the close of the fiscal year to which the statements relate.

### SECTION 5: REPORTS

The Board shall send an annual report, electronically or otherwise, to all directors, within 120 days after the end of the corporation's fiscal year, containing the following information:

- The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year;
- The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year; and
- The information required by Section 6322 of the Code concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

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

## ARTICLE 13: FISCAL YEAR

The fiscal year for this corporation shall begin on July 1 through June 30. Starting October 1, 2021, we will establish our fiscal year to be October 1 through September 30.

## ARTICLE 14: AMENDMENTS AND REVISIONS

These bylaws may be amended or repealed, and new or additional bylaws adopted, by approval of a majority vote of the Board of Directors present at any regular or special meeting of the Board if notice of the proposed alteration or amendment is contained in the notice of the meeting.

## ARTICLE 15: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the

construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.


**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting secretary of **WEST ENTERPRISE CENTER, otherwise known as West Development Center**, a California nonprofit public benefit corporation, and the above bylaws, consisting of **eleven (11) pages**, are the Bylaws of this corporation as adopted by the Board of Directors on **September 15, 2021**, and that they have not been amended or modified since that date.

12/28/2021 | 1:24 PM PST

Executed on \_\_\_\_\_, 2021, at \_\_\_\_\_, California.

DocuSigned by:

  
C495C3831FB0479  
Michelle Hutchins, Secretary