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Consumer Federation of California

Bylaws

As Amended
October 19, 2012

Consumer Federation of California Bylaws

ARTICLE 1

This organization, to be known as the Consumer Federation of California, shall promote the interests of urban and rural consumers, using peaceful, lawful methods to achieve the following objectives:

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| Legislation: | Agreement upon specific consumer legislation and issues, and propose and marshal support for such legislation and issues, at all levels of government. |
| Representation: | Represent consumers before public and private agencies at all levels. |
| Local Groups: | Promote the organization of local consumer groups and encourage their affiliation with the Federation. |
| Cooperation: | Cooperate with the Consumer Federation of America and similar state and national federations. |
| Political Action: | Advance consumer interests by participating in the political process. |
| Capacity Building: | Seek opportunities to establish and assist the growth of CFC-related entities that build the consumer movement's capacity. |

The principal office of the corporation in the State of California shall be located in a California city as designated by the Policy Board from time to time. The corporation may have such other offices as the Policy Board may determine or as the affairs of the corporation may require from time to time.

ARTICLE 2 Membership

Section 2.1 Individual Members

Any person who resides in the State of California and subscribes to the purposes and objective of the Federation set forth in the Articles of Incorporation of the Federation, is eligible for membership in the Federation upon payment of membership dues as established by the Policy Board.

Section 2.2 Affiliated Organizations

Any non-partisan organization operating or incorporated in the State of California (including local chapters of national organizations) which subscribes to the purposes and objectives of the Federation set forth in the Articles of Incorporation of the Federation is eligible for membership in the Federation upon payment of membership dues as established by the Policy Board.

Section 2.3 Non-Resident members

The Policy Board may admit to non-voting membership individuals and organizations outside the State of California who subscribe to the purposes of the Federation.

Section 2.4 Additional Types of Membership

- (a) Affiliated organization members shall certify their membership totals to the Federation in such manner at the Policy Board may designate.
- (b) The types of membership provided for in these Bylaws shall not constitute different classes of membership for any purpose and this Federation has but one class of membership for the purpose of voting on any matter.

Section 2.7 Admission to Membership

Membership in the Federation is obtained by making written application for membership on a form prescribed, with the payment of dues and upon approval of the application by the Policy Board.

No organization or individual advocating the violent overthrow of our government may be a member of the Federation.

Section 2.8 Suspension and Expulsion

Any member may be duly suspended or expelled from the Federation by the Policy Board for any conduct deemed by the Board to be detrimental to the best interest of the Federation. Not less than twenty days prior to decision by the Board relating to the suspension or expulsion of a member, the Board shall cause written notice to be sent by certified mail to such member at the member's address as shown in the membership records of the Federation, advising the member of the allegations constituting the possible basis for suspension or expulsion and of the time and place of the meeting of the Board at which the matter is to be acted upon. The member involved is entitled to be present at such meeting and to be heard personally and through counsel of choice. The Policy Board may establish sub-committees of not less than three board members to hear any matter pertaining to suspension or expulsion, in which event the notice to the member shall advise the member appropriately and the member shall be entitled to the same rights as in a hearing before the Board. In the event the Board established a subcommittee to hear any such case, the Board shall decide the matter upon the report of the sub-committee without a further hearing. The Board shall cause notice of its decision to be sent by certified mail to the member. Within thirty days after the date of mailing such notice, the member may appeal the decision of the Policy Board to the membership by filing a written notice of appeal with the Secretary of the Policy Board. The notice of appeal need not be in technical language as long as its purpose is ascertainable with reasonable clarity. Any such appeal shall be voted on by the membership at its biennial convention held not less than thirty days after the filing of the notice of appeal. The decision of a majority of the members and delegates voting shall be final. Arguments on appeal shall not exceed one-half hour on each side.

Section 2.9 Transfer of Membership

Membership in this corporation is not transferable or assignable.

Section 2.10 Liabilities and Property Rights of Members

No member of the corporation, whether voting or non-voting, shall be personally liable to its creditors for any indebtedness or liability.

Section 2.11 Public Statements

Public statements on behalf of or in the name of the Federation may be made only by the President or by such person or persons as the President or Policy Board shall designate. The making of any unauthorized public statement on behalf of or in the name of the Federation shall constitute grounds for expulsion from membership. The provisions of this section are not intended to limit grounds of suspension or expulsion referred to in Section 2.8 of this Article.

Section 2.12 Use of Membership Records

The membership records of this Federation shall not be made available for the use or benefit of any other organization or for any purpose not directly related to the affairs of the Federation without the express prior consent of the Policy Board, subject to the rights of members to inspect their membership record at all reasonable times.

It is the intention of this section and the policy of the Federation to safeguard against any use of membership records which would subject members to unwanted mailings and/or solicitation.

Section 2.13 Local and Regional Chapters

- (a) The Policy Board may establish within the Federation, local or regional chapters.
- (b) Each member of the chapter shall be a member of the Federation.
- (c) Each chapter of the Federation shall be responsible for the collection of the amount of dues prescribed by Section 2.5 from each chapter member. The chapter shall transmit such portion of the dues collected to the Treasurer of the Federation as the Policy Board shall determine. The chapter may further set an additional amount of dues to be paid to, and received by, the chapter, subject to approval of the Policy Board.
- (d) Each chapter shall promulgate bylaws and rules of operation not in conflict with these bylaws, and pursuant thereto, shall elect officers and a governing board. Such officers and board shall have governance over all affairs of the chapter, to the extent that such affairs are not contrary to or in disharmony with the purposes and objective of the Federation.

**ARTICLE 3
Conventions**

Section 3.1 Governing Body

The general convention of the Federation shall be the supreme governing body of the Federation.

The general convention of the Federation shall be held biennially at such time and place in the state of California as the Policy Board shall determine.

Section 3.2 Notice of Convention

Written notice of the time and place of holding the convention, the proposed agenda, and a message of the President shall be mailed to each member at his address as it appears on the membership records of the Federation at least sixty days preceding the date of the general convention.

Section 3.3 Business of General Convention

- (a) The convention shall pass upon matters properly raised in the convention or referred to it by the Policy Board. The order of business at the convention shall be as set forth by the Policy Board.
- (b) Resolutions and amendments to the Articles of Incorporation or Bylaws of the Federation proposed by any member shall be: submitted in writing to the Secretary of the Federation not less than ten days prior to the date of the convention. All proposed resolutions and amendments shall be accompanied by a brief statement of their purposed and shall be

referred for consideration and report to the appropriate committee of the convention. Resolutions may be submitted for referral to the Resolutions Committee prior to 11:00 AM of the opening session of the convention by a 2/3 vote of the delegates. This paragraph does not apply to resolutions and amendments proposed by the Policy Board.

- (c) The President may with consent of the Board appoint such committees as deemed necessary for the proper conduct of the convention, including without limitation, committees on arrangements, credentials, registration, resolutions, amendments and elections.

Section 3.4 Voting

- (a) Decisions at any convention shall be by simple majority of those present and entitled to vote. Votes shall initially be voice votes. A division of the house shall be taken if, in the opinion of the chair or any ten delegates, the issue is in doubt. The provisions of this paragraph do not apply to proposed amendments to the Articles of Incorporation of the Federation.
- (b) Elections shall be by secret ballot as to any contested office.
- (c) There shall be no voting by proxy at any convention.
- (d) Each individual member or delegate from a member organization shall be entitled to only one vote. A delegate may not vote both as an individual member and as a delegate from a member organization.
- (e) Members are entitled to vote at any convention provided they are paid-up members in good standing for the fiscal year January 1 to December 31 in which the convention is held, and have been members of the Federation for not less than thirty days prior to the convention. Prior to each convention, the President shall appoint a committee to resolve any disputes pertaining to voting rights. The decisions of the committee may be appealed to the convention.
- (f) Regardless of type of membership, each individual member shall be entitled to one vote. Regardless of type of membership, each organization member shall be entitled to two delegates with one vote each at all conventions of the membership, provided that organization's members shall be entitled to two additional voting delegates for the second 250 members upon payment of dues as provided for by the policy Board. Each organization member shall be entitled to one additional delegate for each additional 250 members up to 1,000 members and one additional voting delegate for every additional 500 members upon payment of dues as provided for by the Policy Board, and further provided that no organization member shall be entitled to more than 10 delegates.

Section 3.5 Quorum

A quorum of the general convention or a special convention shall consist of one-quarter of the members or delegates duly accredited to and registered at the convention.

Section 3.6 Presiding

At every convention the President, or in the President's absence a Vice President, or in absence of a Vice President, the Policy Board member designated by the President, or in the absence of such designation, a Chair chosen by a majority of those present and entitled to vote, shall act as Chair. The Secretary of the corporation, or in the Secretary's absence an assistant Secretary, shall act as Secretary of all conventions.

In the absence of the Secretary and Assistant Secretary, the Chair may appoint another person to act a Secretary of the convention.

Section 3.7 Special Conventions

- (a) Special conventions may be called by the Policy Board.
- (b) Written notice of the time and place of holding a special convention shall be mailed to each member at his/her address as it appears on the membership records of the Federation at least thirty days preceding the date of the convention. Such notice shall also state the general nature of the business to be transacted and no other business shall be transacted at any special convention.

**ARTICLE 4
Policy Board**

Section 4.1 Powers

The Policy Board of the Federation shall be the governing body of the Federation between conventions, and as such shall act in the name of the Federation. The Policy Board may exercise all powers permitted by law, not inconsistent with the Articles of Incorporation or Bylaws of the Federation, and shall have power to conduct, manage and control the affairs of the Federation between conventions, adopt and update policy statements and make rules and regulations therefore it deems best and not inconsistent with law, the Articles of Incorporation, Bylaws and the decisions of the convention.

Section 4.2 Members

In addition to the officers of the Federation, the Policy Board shall consist of twenty four members, twelve members to be elected to serve four year terms at each biennial convention. No organizational member shall have more than three members on the Policy Board at any one time.

Section 4.3 Vacancies

- (a) Vacancies on the Policy Board may be filled by appointment of the remaining Board members, and each Board member so elected shall hold office until the Board member's successor is elected at a biennial convention. A vacancy or vacancies of the Policy Board shall be deemed to exist in the case of the death, resignation, removal, or recall of any Board member, or if the authorized number be increased, or if the members fail at any convention at which any Board member or members are elected to elect the full authorized number of Board members to be voted for at that convention, or if any Board member is absent from three (3) consecutive meetings of the Policy Board and the Board fails to adopt at any of those three meetings or at the next regular or special meeting of the Board a resolution excusing such absence.
- (b) Any Board member may resign at any time by giving written notice to the President or Secretary of the Federation or to the Board. Such resignations shall take effect at the time specified therein, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective. If no time is specified therein, the resignation shall be effective upon receipt.
- (c) Members may elect the additional Policy Board members created by an amendment to the Bylaws authorizing an increase in the number of Board members at the same convention at which such amendment to the Bylaws is approved.

- (d) No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expiration of his term of office.

Section 4.4 Compensation

Board members as such shall not receive any stated salaries for their services, but by resolution of the Policy Board, the President may receive a monthly stipend for services and expenses, and a fixed sum and expenses of attendance, if any may be allowed for Board member attendance at such regular or special meeting of the Board or for attending other meetings as a designated representative of the Federation; but nothing herein contained shall be construed to preclude any Board member from serving the corporation in any other capacity and receiving compensation therefore.

Section 4.5 Meetings

- (a) Regular meetings of the Policy Board may be held at any time and place which has been designated from time to time by resolution of the Board or by written consent of two-thirds of the members of the Board.
- (b) Immediately following each biennial convention, the Board shall hold a regular meeting in the same city for the purpose of organization and transaction of other business. Notice of such meeting is hereby dispensed with. Such organization meeting may be held at any other time or place which shall be specified in a notice as hereafter provided for special meetings or in a consent and waiver of notice thereof signed by two-thirds of all Board members.
- (c) Special meetings of the Board for any purpose of purposes may be called at any time by the President, or if the President is absent or unable or refuses to act, by any ten members of the Board. Special meetings may be held at any place in the state of California, but in the absence of a consent signed by all Board members, shall be held only in Los Angeles, San Francisco, or Sacramento.
- (d) At least seven days before the day on which a special meeting of the Board is to be held, written notice of the time and place of the special meeting shall be delivered personally to each member or sent to each Board member by certified communication, charges prepaid, addressed to the Board members at the address as shown in the records of the Federation. Such communication shall be due legal and personal notice to such Board member.
- (e) In addition to the organization meeting, the Policy Board shall hold at least one meeting between biennial conventions.

Section 4.6 Quorum

One-fourth of the number of Policy Board members, less vacancies shall constitute a quorum of the Board necessary for the transaction of business, except to adjourn as hereinafter provided, and except that when a quorum consists of fewer than fifty percent (50%) of the members of the Board, such quorum must include either the President or a Vice President. Every act or decision done or made by the majority of the Board members present at the meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law, by the Article of Incorporation, or by these Bylaws. A Policy Board member, who cannot attend a Policy Board meeting, can name a proxy, verbally or in writing, either by designating the proxy by name or by authorizing the Presiding Officer to assign the proxy at the time of the Board meeting. The proxy must be a Board member. No Board member may have more than two votes, one vote as a Board member and one vote as a proxy for another Board member.

Section 4.7 Adjournment

A quorum of the Board members may adjourn any Board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Board members present at any Board meeting, either regular or special may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 4.8 Conduct of Meetings

At every meeting of the Board, the President, or in the absence of the President, a Vice President, or in the absence of a Vice President, a Policy Board member designated by the President, or in the absence of such designation, a Chair chosen by a majority of the Board members present, shall preside. The Secretary of the Federation shall act as Secretary of the Board. In case the Secretary shall be absent from any meeting of the Board, an Assistant Secretary shall perform the duties of the Secretary at such meeting, and in the absence from any such meetings of both the Secretary and the Assistant Secretary, the Chair may appoint any person to act as Secretary of the meeting.

Section 4.9 Indemnification of Policy Board Members and Officers

Each Board member and officer, whether or not then in office, shall be indemnified by the corporation against all liabilities, costs and expenses reasonably incurred by or imposed upon such Board member or officer in connection with or arising out of any action, original proceeding, suit or proceeding in which the Board member or officer may be involved or to which the Board member or officer may be made a party by reason of being or having been a board member or officer of the corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation. The corporation shall not, however, indemnify such Board members or officers with respect to matters as to which the Board member or officer shall be finally adjudged by a two-thirds vote of the Policy Board, which may be appealed at the next convention, in any such action, suit or proceeding to have been derelict in the performance of the duty of such Board member or officer, nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Board member or office in conducting such litigation to a final conclusion; and in no event shall anything herein contained be so construed as to authorize the corporation to indemnify any such Board member or officer against any liability or expense by reason of any act known by such Board member or officer at the time of doing it to be unlawful, nor against any liability or expense by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of a Board member or officer.

The corporation may pay, in whole or part, any premium or other charge for any type of indemnity insurance to insure the indemnity of Board members against liability or loss arising out of actual or asserted misfeasance or nonfeasance in the performance of duties of the Board member or of the corporation.

Section 4.10 Employees

The Policy Board may hire and set the compensation of employees, require from them security for faithful service, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws and remove any employee for cause. The Policy Board may hire an employee to direct the day to day operations of the Federation, and delegate to this employee the supervision, hiring and setting of compensation of other Federation employees. Any employee designated to direct the day-to-day operations of the Federation shall report to the President, and through the President, to the Policy Board.

Section 4.11 Committees

- (a) The President shall, with consent of the Policy Board, appoint an Executive Committee consisting of not less than five Board members in addition to the officers who will automatically serve, and other committee, and delegate to them such duties and powers as deemed proper, except the power to amend, repeal or add bylaws. The Executive Committee shall serve as the budget committee and audit committee, and shall review the performance of any employee designated by the Policy Board to direct the day to day operations of the organization under the supervision of the President.
- (b) The President shall, with consent of the Policy Board, appoint a Nominating Committee which shall make nominations for all positions on the Board and in the offices to be voted on at the biennial convention. The nominations of the Committee shall be mailed to members together with or as part of the notice of the convention. Additional nominations may be made from the floor of the convention.

ARTICLE 5 Officers and Elections

Section 5.1 Officers

The officers of the Federation shall be a President, three Vice Presidents, a Secretary and a Treasurer.

Section 5.2 Election

The President, Vice Presidents, Secretary and Treasurer of the Federation shall be elected biennially by the membership in convention. Each officer shall hold office until said officer shall resign or shall be removed or otherwise disqualified to serve, or said officer's successor shall be elected and qualified.

Section 5.3 Removal of Officers

The Policy Board may at any regular meeting by a two-thirds vote of the entire Board, remove any officers of the Federation for just cause, and appoint a successor pending the next biennial convention.

Section 5.4 President

The President shall be the principal officer of the Federation. The President shall preside at all conventions, all meetings of the Policy Board and the Executive Committee. The President may appoint committees of the Policy Board, subject to the provisions of the Bylaws, and of the membership and the convention. The President shall use such general powers as are usually vested in the office of President of a corporation subject to the provisions of the Bylaws, and shall have such other powers and duties as may be prescribed by the Policy Board. Any employee of the Federation designated by the Policy Board to direct the day to day operations of the Federation shall report to the President, and through the President, to the Policy Board. In the decisions of the membership, the Policy Board and the Executive Committee, the President shall have a casting vote to make or break a tie.

Section 5.5 Vice Presidents

The Vice President designated by the President (or if there is not such designation, the Vice President designated by the Policy Board), at the request of the President or in the President's absence, shall assume the duties and responsibilities of the President. The Vice Presidents shall also have such duties and responsibilities as the Policy Board may assign to them. The Policy Board, with the advice of the President, shall assign to each Vice President specific areas of responsibility within the operations of the Federation.

Section 5.6 Secretary

The Secretary shall be the recording officer of the Federation and shall have such powers and duties as prescribed by the convention, the Policy Board and, between meetings of the Board, by the President. In addition, the Secretary shall:

- (a) Certify and keep at the principal office of the Federation the original or a copy of its Bylaws as amended or otherwise altered to date.
- (b) Keep at the Principal office of the Federation or at such other place as the Board may direct, a book of minutes of all meetings of the Policy Board and of Conventions, with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof, the names of those present at Board meetings, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (d) Be custodian of the records and seal of the Federation.
- (e) Keep at the principal office of the Federation accurate membership records, showing the names of members, their addresses, the amount of dues paid, and in case of organization members, the number of delegates to which each organization member is entitled.
- (f) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.
- (g) In general, perform all duties incidental to the office of Secretary.

Section 5.7 Treasurer

If required by the Policy Board, the Treasurer shall give a bond for faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Policy Board shall determine, the cost of such bond to be borne by the federation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 9 of these Bylaws; and in general, perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Policy Board.

Section 5.8 Vacancies

A vacancy in any office because of death, resignation, removal, recall or any other cause may be filled by the Policy Board and every officer so elected to fill a vacancy shall hold said office until a successor is elected at the general convention.

**ARTICLE 6
Standing Committees**

Section 6.1 Committee on Public Advocacy

The Federation shall actively encourage and support the representation of consumers before legislative and administrative agencies.

The President may appoint, with consent of the Board, a Committee on Public Advocacy which shall receive direction from the Policy Board.

The Committee may, on particular consumer issues, work cooperatively with member and non-member organizations and individuals. In pursuing its advocacy function, the Federation shall seek to build effective consumer coalitions around specific action programs.

Section 6.2 Committee on Regional and Local Consumer Organizations

The Federation shall actively encourage and support the formation of regional and local consumer organizations which shall be eligible for membership in the Federation in accordance with policies set forth by the Policy Board. The Policy Board may establish a committee on Regional and Local Consumer Organizations whose members shall be selected from among the members appointed to the aforesaid committee, including the Chair, shall be from local consumer organizations, previously affiliated with the Federation for not less than thirty (30) days. The Committee, under the Policy Board, shall have the following responsibilities.

- (1) Actively encourage and support the formation of local and regional consumer organizations in every way the committee, with Executive Committee approval, deems feasible, and to respond to every reasonable local consumer group request.
- (2) Establish liaison with newly formed local and regional consumer groups and to encourage their affiliation with the Federation.
- (3) Recommend to the Executive Committee policies and procedures regarding the affiliations of such groups.

Section 6.3 Committee on Research and Education

The Federation shall actively promote education and research in the interests of consumers. For this purpose, the Policy Board may establish a committee on Research and Education which shall have the authority, with the approval of the Policy Board, to develop and pursue educational and research goals in cooperation with other organizations whose interest are compatible with the purposes and objectives of the Federation.

Section 6.4 Committee on Public Agencies

The Federation shall actively evaluate and assist public agencies in the performance of their consumer protection and education responsibilities. For this purpose, the Policy Board may establish a Committee on Public Agencies to assist, encourage, and evaluate the performance by public agencies of their consumer protection and education responsibilities.

Section 6.5 Committee on Political Action

The Federation shall actively participate in political activity to advance the interests of consumers. For this purpose, the President may appoint, with the consent of the Policy Board, a Committee on Political Action to evaluate candidates, measures and related political activities. The Committee on Political Action shall recommend for approval by the Policy Board an endorsement process to follow in each election.

**ARTICLE 7
Recall**

Section 7.1 Method

Any officer or member of the Policy Board may be recalled by the following method: upon petition of at least twenty percent of the voting members, the Secretary or other officer specified in the petition shall conduct a recall election by mail ballot. The ballot sent to each member shall contain two statements of not more than 400 words each, one by a proponent of the recall and one by an opponent of the recall. The latter statement shall be one approved by the person whose recall is sought. A majority of notes received up to the time limit set shall determine the election. Each organization member shall be entitled to cast a number of votes equal to the number of delegates to which it would be entitled at a convention. Regulations governing the conduct of mail ballot under this article shall be made by the Policy Board.

Section 7.2 Limitations

- (a) No more than two-thirds of the Policy Board members may be sought to be removed in any one recall election.
- (b) A recall petition shall not be acted upon if it is filed within ninety days before or after the holding of an annual convention.
- (c) As to any officer or Policy Board member only one recall petition shall be acted on in any twelve-month period.

**ARTICLE 8
Adoption and Amendment of Bylaws**

Section 8.1 Amendment

These bylaws and any provision thereof may be amended or repealed by a vote of the majority of those present and entitled to vote at any general or special convention.

Section 8.2

These By-laws, and any provisions thereof, may be amended by the Policy Board, if such amendments are now or hereafter required to comply with changes in California non-profit corporation laws as well as to comply with California and federal laws pertaining to tax exemption status of non-profit benefit corporations.

**ARTICLE 9
Contracts, Checks, Deposits and Funds**

Section 9.1 Contracts

The Policy Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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.

Section 9.2 Checks, Drafts, Etc.

All check, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or offices, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Policy Board. In the absence of such determination by the Policy Board, such instruments shall be signed by the Treasurer, and countersigned by the President or a Vice President of the corporation.

Section 9.3 Deposits

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

Section 9.4 Gifts

The Policy Board may accept on behalf of the corporation any contributions, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**ARTICLE 10
Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Policy Board meetings, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or a member's agent or attorney for any proper purpose at any reasonable time.

**ARTICLE 11
Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end of the last day of December in each year.

**Article 12
Seal**

The Policy Board may provide a corporate seal, which shall be circular in form, and shall have inscribed thereon the name of the corporation, the date of its incorporation and the word "California."