



FILED
11-04-16
04:59 PM

**BYLAWS
OF
SAN LUIS OBISPO MOTHERS FOR PEACE, INC.

A CALIFORNIA CORPORATION 2011**

These Bylaws revise and replace the Bylaws of the San Luis Obispo Mothers for Peace, Inc. that were signed in 1976, the revised Bylaws that were signed in 2005, and all amendments to those Bylaws.

ARTICLE I

NAME

This corporation shall be known as the San Luis Obispo Mothers for Peace, Inc. (MFP) (hereinafter sometimes referred to as the "Corporation").

ARTICLE II

PROGRAM

Section 1. The Corporation is organized as a nonprofit corporation for charitable, scientific, and educational purposes under and pursuant to the laws of the State of California, and shall be so operated during its entire period of existence.

Section 2. Its projects will include charitable, scientific, and educational activities, in the public interest, designed to promote its primary purposes of opposing war as a method of resolving international differences, and also raising the general public's awareness of the critical need for maintaining a balance between people and their environment. In addition, the Corporation is concerned with the health, safety, environmental, and economic impacts of nuclear weapons and nuclear power and the development of alternative energy sources. The program of the Corporation will include such activities as mailings to public officials, educational distributions and rallies, writing letters to the editors of newspapers, vigils, the providing of speakers to comment on topics of community concern, the donating of funds to appropriate groups and individuals, scholarships, fiscal sponsorships, and hearings and lawsuits, all with the intent of carrying out the primary and specific purposes of the Corporation as set out in the Articles; and engaging in such incidental acts as are specified in the Articles.

Section 3. No part of the net earnings of this Corporation shall ever inure to the benefit of or be payable to any Director or Officer of the Corporation or any other individual.

ARTICLE III

LOCATION

Section 1. The location of this Corporation in the State of California shall be in the County of San Luis Obispo.

Section 2. The principal office for the transaction of business of this Corporation is San Luis Obispo, California. The Board of Directors is hereby authorized to change said principal office from one location to another.

Section 3. The Corporation may establish and maintain offices at such other places within or without the State of California as the Board of Directors may from time to time determine.

ARTICLE IV

MEMBERSHIP

Section 1. Membership shall be granted to any interested person who has been approved for membership by the Board of Directors. Only Active Members may vote. An Active Member is a member who has attended three (3) out of the last five (5) meetings. A majority of the Board of Directors may, for a given period of time, waive the attendance requirement for Active Members who may temporarily be unable to attend meetings due to obligations to family, work, or health issues. Specific requirements of Active Members may be changed from time to time as needed and shall be decided by a majority vote of the Board of Directors and recorded in the procedural minutes.

Section 2. The Board of Directors may provide for the issuance of certificates evidencing membership which shall be in the form designated by the Board of Directors. The name and address of each member and the date of membership shall be entered in the records of the Corporation. If any certificate becomes lost, stolen, or otherwise mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may from time to time determine.

Section 3. Membership, with all rights arising from it, is non-assignable and non-transferable and shall cease upon:

- a. voluntary termination by the member; or
- b. expulsion for cause by the Board of Directors.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. All meetings of members shall be held at the principal office of the Corporation, or at any other such place, within or without the State of California, as may be designated by the Board of Directors.

Section 2. Meetings of the members of this Corporation may be called at any time by the President, by action of the Board of Directors, or by a vote of the Active Members.

Section 3. An annual meeting of the members shall be held at such place as the Board of Directors may determine. If possible, such meeting shall be held during the first quarter of each year and shall be called by the Board of Directors who shall designate the time and place. Notice of the meeting will be made by mail, e-mail, or any other means of communication to all members at least ten (10) days prior to the meeting date. At the annual membership meeting, the Active Members shall determine the general direction of the Corporation for the forthcoming year. The Active Members, after considering the recommendations of the Board of Directors, shall approve a statement which covers the general goals, projects, and directions for the Corporation. This plan, called the General Plan, shall require a majority vote of the Active Members. Also at the annual membership meeting, the Active Members shall elect, by a majority vote, the Officers and Directors to serve throughout the forthcoming fiscal year or until their successors are appointed or elected, and shall transact such other business as may properly be brought before the meeting.

Section 4. The presence in person of fifty-one percent (51%) of the Active Members shall constitute a quorum for the transaction of business. The Active Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Active Members to leave less than a quorum. If there is not a quorum at a meeting or if it is necessary for a decision to be made between meetings, Active Members may be polled by mail or e-mail or any other means of communication. However, only the sense of the Active Membership may be obtained by a poll and important decisions must be made in a meeting where a quorum is present, in a teleconference where participants are clearly identified, through written messages that have been signed, or other communication where the identities and responses of the respondents can be clearly identified. A statement describing the kinds of decisions that require real time participation will be agreed upon by the Board or the Active Members and recorded in the procedural minutes. That statement may be changed when needed.

Section 5. At all meetings of the members, every Active Member shall be entitled to one vote in person or by a phone response to a call from a meeting, and not by proxy. Votes by those who are not Active Members will be advisory only.

Section 6. Members of the Corporation may be selected for long-term or short-term committees that will be deemed helpful to the operation of the Corporation. Non-members may be included on committees, and non-members may be assigned to perform other important duties for the Corporation.

Section 7. All Active Members who qualify shall be entitled to hold office in the Corporation and to vote on all questions presented to the membership. Individual membership in the Corporation shall constitute an authorization for the Corporation to represent members' interests in regulatory and judicial proceedings within the scope of the activities of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Subject to limitation of the Articles of Incorporation and of these Bylaws and of the laws of the State of California, the Board of Directors (also referred to as Board and as Directors) shall have the following powers:

- a. To exercise all corporate powers, to conduct and manage the business and affairs of the Corporation, and to adopt, amend, suspend, or repeal the By-Laws, pursuant to Article IX.
- b. To remove Board members if it is deemed to be in the best interests of the Corporation to do so, and to select and remove all the other Officers, agents, and employees of the Corporation; prescribe their powers and duties; fix their compensation, if allowed; and require from them security for the faithful performance of their duties; and to delegate to such persons any of the powers and authority of the Board and the management of the business and affairs of the Corporation, except the power to adopt, amend, suspend, or repeal the Bylaws.
- c. To fix and determine the place of meetings of the Board of Directors and all meetings of the members when not otherwise fixed.
- d. To pass upon and determine the qualifications of applicants for membership and Active Membership in the Corporation, and to expel, remove, and suspend members and revoke the privileges of membership, except where otherwise limited in these Bylaws.

Section 2. The authorized number of Directors of this Corporation shall be a minimum of five (5) and a maximum of nine (9) until changed by amendment of these Bylaws adopted by the vote or written assent of Active Members entitled to exercise a majority of the voting power.

Section 3. The Directors, all of whom shall be bona fide Active Members of this Corporation who have worked for the betterment of the Corporation, shall be elected at the annual meeting of the members. If such meeting is not held, or the Directors are not elected at that meeting, the Directors may be elected at any meeting. All Officers of the organization are also members and Officers of the Board of Directors. All Directors shall hold office until their respective successors are elected or appointed.

Section 4. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so appointed shall hold office until the election and qualification of a successor.

Section 5. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board shall have the power to appoint a successor to take office when the resignation is to become effective.

Section 6. The Board of Directors may, by resolution, fix the date of regular Board meetings or meetings may be scheduled whenever they are needed. Any method of communication may be used to inform Board members about a scheduled meeting. Board members may vote in person or by a phone response to a call from a meeting, and not by proxy. The Board may be polled by e-mail or other means of communication to obtain the sense of the Board, but important decisions must be made in a meeting where a quorum is present, in a teleconference where participants are clearly identified, through written messages that have been signed, or some other communication where the identities and responses of the respondents can be clearly identified. A statement describing the kinds of decisions that require real time participation will be agree upon by the board or the Active Members and recorded in the minutes. That statement may be changed when needed.

Section 7. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board of Directors unless a greater number is required by law or by these Bylaws.

Section 8. Directors shall not receive any compensation for their services as Directors.

Section 9. The Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 9246 (a) of the California Corporations Code, including persons formerly occupying such positions, 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 that Section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described by the Section. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 9246 (a) of the California Corporations Code.

ARTICLE VII

OFFICERS

Section 1. The Officers of the Corporation shall be Active Members thereof and shall be a President, a Vice-President, a Secretary, a Treasurer, a Treasury Oversight Officer, and a Meeting Facilitator, except that the Board of Directors may appoint such assistants and/or create such additional offices as it may deem necessary. Any two or more offices may be held by the same person except the offices of President and Treasurer, President and Treasury Oversight Officer, and Treasurer and Treasury Oversight Officer.

Section 2. The Officers, shall be elected at the annual meeting of members. If such meeting is not held, or the Officers are not elected thereat, the Officers may be elected by the Active Members at any meeting of the members or appointed by the Board of Directors. All Officers shall hold office until their respective successors are elected

Section 3. Any Officer may be removed from office by the Board of Directors when, in their judgment, the best interests of the Corporation would be served by such removal.

Section 4. A vacancy may be filled by an appointment by the Board of Directors for the unexpired term of that office.

Section 5. The President shall oversee the overall operation of the Corporation and perform all duties incident to the Office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President may sign with the Secretary or other Officer authorized by the Board of Directors any instrument that has been authorized by the Board except where the execution of an instrument is otherwise specifically delegated by the Board of Directors, by these By-laws, or by law.

Section 6. In the absence of the President, or if the President is unable to act, the Vice-President shall perform the duties of the President and shall, during such period, have all the powers of the President. The Vice-President shall perform such other duties as shall be prescribed by the Board of Directors from time to time.

Section 7. The Treasurer, along with the Treasury Oversight Officer, shall have charge and custody of and be responsible for all funds and securities and financial records of the Corporation. These officers must be willing to agree to background checks if requested by the Board of Directors.

- a. The Treasurer shall receive and give receipt for, record, and retain records of all monies due or payable to the Corporation from any source whatsoever; shall deposit all such moneys in depositories according to these bylaws; shall, on approval by the Board of Directors, pay by check or credit card or other generally accepted method all bills against the Corporation; shall be responsible for making certain that all tax forms and other federal and state forms are filed as required; shall be responsible for making certain that all regulations of agencies and officials such as the Internal Revenue Service, the Franchise Tax Board, and the California Secretary of State and California Attorney General are complied with; and shall perform all other duties incident to the Office of Treasurer and such other duties as may be prescribed by the Board of Directors from time to time. The Treasurer shall prepare a monthly treasurer's report and distribute it to the Board of Directors. If necessary, individuals with appropriate expertise may be appointed or hired to assist the Treasurer if the Board so desires.
- b. The Treasury Oversight Officer shall keep a record separate from the Treasurer's of all funds received and bills paid, and shall make certain that the Treasurer has filed all required state and federal forms. If necessary, other individuals may be appointed or hired by the Board to assist the Treasury Oversight Officer in carrying out these duties.

Section 8. The Secretary shall take minutes at meetings, and shall record important procedural decisions that have long-term significance in separate procedural minutes where they will be easily accessible; shall be responsible for making certain that the minutes, original copies of Bylaws and Articles of Incorporation, and all other important

documents are stored in a safe place; shall be able to make such documents available to any Director of the Corporation or other authorized individual; and shall perform such other 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 her/him by the Board or by the President of the Board. The Secretary shall distribute the minutes of the meeting to the Board of Directors after each meeting.

Section 9. The Meeting Facilitator shall preside at meetings and shall work to promote and facilitate communications between Officers and Board members and between the Board and other organizations and individuals.

ARTICLE VIII

MISCELLANEOUS

Section 1. In the absence of any Officer or Director of the Corporation, or for any other reason that may seem sufficient, the Board of Directors may delegate that Officer's or Director's powers and duties for the time being to any other Active Member except as specified otherwise in these Bylaws.

Section 2. The Board of Directors, in addition to the Officers authorized by law or by these Bylaws, may enter into any contract or execute and deliver any instrument that has been authorized by the Board of Directors and evidenced in minutes or other written form in the name of or on behalf of the Corporation.

Section 3. All checks, drafts, or orders for the payment of money, notes, contracts or other instruments issued in the name of the Corporation, shall be signed by such Officer, Officer's agent, or agents of the Corporation as shall from time to time be determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer, the Secretary, the President, or the Vice-President.

Section 4. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may determine.

Section 5. The Board of Directors may accept, on behalf of the Corporation, any gift, devise, bequest, or contribution for the general purpose or for any specific purpose of the Corporation.

Section 6. The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of proceedings of its Active Members, the Board of Directors, and committees having authority of the Board of Directors, and shall maintain a complete list of members and their addresses. The Corporation shall keep copies of federal and state forms that have been submitted, Articles of Incorporation, Bylaws, IRS and FTB Letters of Determination, Stock Certificates, and other important documents. The records of the Corporation shall be open to the inspection of any Officer, Director or other member of the Corporation or other authorized individual at all reasonable times provided, however, that the Board of Directors may, from time to time, prescribe reasonable rules and regulations pertaining thereto.

Section 7. The fiscal year of the Corporation shall begin on the 1st day of January of each year and end on the 31st day of December in the same year.

Section 8. Whenever, under the provisions of the General Non-profit Corporation Law of the State of California or the Internal Revenue Service, or under the provisions of the Articles of Incorporation of this Corporation, or under the provisions of these Bylaws, notice is required to be given, it shall be construed to mean personal notice, but such notice may be given by any available means of communication.

Section 9. The property of this Corporation is irrevocably dedicated to philanthropic and charitable purposes. Upon dissolution of the Corporation, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but shall be distributed to one or more nonprofit corporations which are organized and operated exclusively for philanthropic or charitable purposes, and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX

AMENDMENTS

Section 1. Except as provided in Section 2 of Article VI, these Bylaws or any portion thereof may be repealed or amended or suspended or new Bylaws adopted by a majority vote of the Directors at any Board meeting at which a quorum is present, by a majority vote of the Active Members at any meeting at which a quorum is present, or by a vote taken through any form of communication where responses may be verified.

ARTICLE X

CORPORATE SEAL

Section 1. The Board of Directors may adopt, use, and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

CERTIFICATION

I certify that I am the duly elected and acting Secretary of **San Luis Obispo Mothers for Peace, Inc.**, a California nonprofit corporation; that these Bylaws, consisting of nine (9) pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at San Luis Obispo, California.

Jill ZamEk, Secretary

AFFIDAVIT

State of California)
) ss
)
County of San Luis Obispo)

On _____, before me, _____, a Notary Public for the State of California, personally appeared Jill ZamEk, known or proven to me to be the person whose name is subscribed to the foregoing Bylaws, and acknowledged that she is the secretary of San Luis Obispo Mothers for Peace, Inc. and that these bylaws were approved by a majority vote at a meeting of the Board of Directors of San Luis Obispo Mothers for Peace, Inc. on _____.

Notary Public for the State of
California
My Commission expires _____

CERTIFICATION

I certify that I am the duly elected and acting Secretary of **San Luis Obispo Mothers for Peace, Inc.**, a California nonprofit corporation; that these Bylaws, consisting of eight (8) pages, are the Bylaws of this Corporation as adopted by the Board of Directors on 1-4-11; and that these Bylaws have not been amended or modified since that date.

Executed on 1-12-11 at San Luis Obispo, California.

Jill ZamEk
Jill ZamEk, Secretary

AFFIDAVIT

State of California)
) ss
)
County of San Luis Obispo)

On _____, before me, _____,
a Notary Public for the State of California, personally appeared Jill ZamEk, known or proven to me to be the person whose name is subscribed to the foregoing Bylaws, and acknowledged that she is the secretary of San Luis Obispo Mothers for Peace, Inc. and that these bylaws were approved by a majority vote at a meeting of the Board of Directors of San Luis Obispo Mothers for Peace, Inc. on _____

*Please see California
Notary Acknowledgment
attached.*

Notary Public for the State of California

My Commission expires _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Luis Obispo }

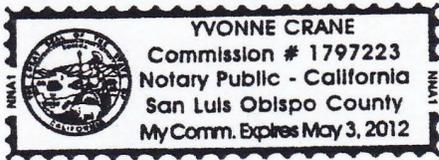
On January 12, 2011 before me, Yvonne Crane Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Jill Zamek
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Place Notary Seal Above

Signature [Signature]
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: By Laws of San Luis Obispo Mothers for Peace Inc. Certification Affidavit

Document Date: January 12, 2011 Number of Pages: 9

Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer(s)

Signer's Name: Jill Zamek

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
 Top of thumb here



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
 Top of thumb here

Signer Is Representing: _____

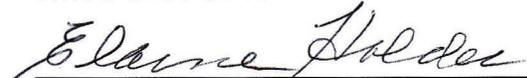
BYLAWS OF SAN LUIS OBISPO MOTHERS FOR PEACE, INC 2011
AMENDMENT I

AMENDMENT 1 REVISES ARTICLE II, SECTION 2 TO READ:

Section 2. Its projects will include charitable, scientific, and educational activities, in the public interest, designed to promote its primary purposes of opposing war as a method of resolving international differences, and also raising the general public's awareness of the critical need for maintaining a balance between people and their environment. In addition, the Corporation is concerned with the health, safety, environmental, and economic impacts of nuclear weapons and nuclear power and the development of alternative energy sources. The program of the Corporation will include such activities as mailings to public officials, educational distributions and rallies, writing letters to the editors of newspapers, vigils, the providing of speakers to comment on topics of community concern, the donating of funds to appropriate groups and individuals, scholarships, fiscal sponsorships, and hearings and lawsuits. In addition, the program will include representing the interests of people living and working near the Diablo Canyon Nuclear Power Plant, including those whose well-being might be affected by a release of ionizing radiation at the power plant, in proceedings before federal, state, and local governing and administrative agencies, all with the intent of carrying out the primary and specific purposes of the Corporation as set out in the Articles; and engaging in such incidental acts as are specified in the Articles.

CERTIFICATION

I certify that I am the duly elected and acting President of San Luis Obispo Mothers for Peace, Inc., a California nonprofit corporation, and that this amendment consisting of one (1) page was adopted by the Board of Directors on Nov. 2, 2016 and that it has not been modified since that date.


Elaine Holder, President

11-03-2016
Date

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

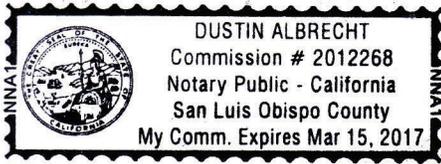
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of SAN LUIS OBISPO)
On 11/3/2016 before me, Dustin Albrecht Notary Public
Date Here Insert Name and Title of the Officer
personally appeared ELAINE Holder
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature [Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____
Document Date: _____ Number of Pages: _____
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____

Signer's Name: _____
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____