

**BYLAWS
OF
AMERICAN CIVIL LIBERTIES UNION OF SAN DIEGO & IMPERIAL COUNTIES,
INC.,**

a California Nonprofit Public Benefit Corporation

ARTICLE I

OFFICES

Section 1.1 Principal Office. This corporation's principal office shall be fixed and located at such location as is established by the board of directors of this corporation (the "Board"; each member of the Board, a "Director") in the county of San Diego, California.

Section 1.2 Other Offices. The Board may establish branch or subordinate offices at any place or places where this corporation is qualified under the law to conduct its activities.

ARTICLE II

PURPOSES AND AFFILIATION

Section 2.1 Purposes. The purposes of this corporation are exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or any corresponding provision(s) of any future United States internal revenue law) and Section 23701f of the California Revenue and Taxation Code (or any corresponding provision(s) of any future California internal revenue law). In the context of these general purposes, this corporation may engage in charitable and public activities to further social welfare, including but not limited to, fostering, protective, extending, and obtaining civil liberty rights and the assistance and support of institutions, organizations, associations, trusts, and undertakings which are described in Section 501 of the Internal Revenue Code and exempt from taxation under Section 501(a) of the Internal Revenue Code. The purposes of this corporation as stated in this Section must be consistent with the purposes as stated in the Articles of Incorporation of this corporation (the "Articles"). Any change to the purposes stated in this Section, or operation outside of the scope of such purposes, will require amendment to these Bylaws.

Section 2.2 National ACLU Affiliation. This corporation is an affiliate of the national organization American Civil Liberties Union Inc., a Washington, D.C. nonprofit corporation ("National ACLU"), and the articles, bylaws, and policies of National ACLU shall be binding on this corporation.

ARTICLE III

MEMBERSHIP

Section 3.1 No Voting Members. This corporation shall have no "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action which would

require approval by a majority of all members or require approval by the members of a membership corporation shall require only approval of the Board, unless there is a specific provision in the California Nonprofit Public Benefit Corporation Law requiring otherwise for a corporation which has no members. All rights that would otherwise vest in the members shall vest in the Directors.

Section 3.2 Nonvoting “Members”. The Board may, in its discretion, admit individuals to one or more classes of nonvoting members and refer to such individuals as “members”, but no such reference shall constitute anyone as a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. Such class or classes of nonvoting members shall have such rights and obligations as the Board deems appropriate.

ARTICLE IV

DIRECTORS

Section 4.1 Powers of Directors. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles and these Bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of this corporation to any person or persons, management company, or committees, however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the power to do the following:

(a) Select and remove, at the pleasure of the Board, all officers, agents, and the executive director and employees of this corporation; prescribe powers and duties for them as may not be inconsistent with the law, the Articles, or these Bylaws; fix their compensation;

(b) Change the principal office or the principal business office of this corporation in California from one location to another; cause this corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities in or outside California;

(c) Conduct, manage, and control the affairs and activities of this corporation and make such rules and regulations for these purposes, not inconsistent with law, the Articles, or these Bylaws, as the Board deems appropriate; and

(d) Borrow money and incur indebtedness on this corporation’s behalf, and cause to be executed and delivered for this corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Section 4.2 Standard of Care. A Director shall perform the duties of a Director, including duties as a member of any Board Committee, in good faith, in a manner that the Director believes to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position 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:

(a) One or more officers or employees of this corporation whom the Director believes to be reliable and competent in the matters presented;

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

(c) A committee upon which the Director does not serve that is composed exclusively of any or any combination of Directors and persons described in subsection (a) and (b) of this Section 4.2 as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any 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 that reliance to be unwarranted.

Section 4.3 Number of Directors. The authorized number of Directors, including any *ex officio* Director as set forth below, shall consist of at least seventeen (17) but no more than twenty-three (23) Directors, until changed by amendment to these Bylaws. The exact number of authorized Directors from time to time shall be fixed, within those limits, by a resolution adopted by the Board.

Section 4.4 Selection and Term of Office.

(a) Ex Officio Director. If such individual is not currently serving a term as a Director already, then the individual who most recently held the position of President shall be an *ex officio* Director for a term of approximately three (3) years following the end of their service as President (unless such individual was removed from the office of President).

(b) Elected Directors. The remaining Directors shall be elected at an annual meeting of the Board. Each Director shall serve for a term of approximately three (3) years and shall continue to serve until a successor Director has been elected and qualified, unless the Director has resigned or been removed from office. Directors shall be divided into three (3) groups for purposes of staggering the Directors' terms: Directors belonging to Group 1 shall be elected at every third (3rd) annual meeting of the Board beginning in 2026; Directors belonging to Group 2 shall be elected at every third (3rd) annual meeting of the Board beginning in 2027; and Directors belonging to Group 3 shall be elected at every third (3rd) annual meeting of the Board beginning in 2028. No Director may serve more than three (3) consecutive terms; provided, however, that neither an unexpired term of less than one-half (1/2) of a full term nor a term served as an *ex officio* Director shall count as a term for the purpose of this limitation. A Director who has served the maximum number of consecutive terms must be off of the Board for at least one (1) year before being eligible for reelection to the Board.

Section 4.5 Qualifications of Directors. Any person whose interests align with the purposes of this corporation may be elected to serve as a Director.

Section 4.6 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any one time may be interested persons as that term is defined below. An "interested person" is (a) any person currently being compensated by this 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 for services they provided in their capacity as a Director; and (b) any sibling; ancestor; descendant; spouse; or sibling-in-law, child-in-law, or parent-in-law of any person described in clause (a). Any violation of the provisions of this Section shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

Section 4.7 Vacancies, Resignations, and Removal.

(a) A vacancy or vacancies in the Board shall be deemed to exist in case of (i) the death, resignation, or removal of any Director; (ii) 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, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law; (iii) the increase of the authorized number of Directors; or (iv) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

(b) Except as provided herein, any Director may resign by giving written notice to the Board, the President, the Executive Director, or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time at which it will become effective. If the resignation is to become effective at a later time, the Board may elect a successor Director before such time, to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if, by doing so, this corporation would be left without a duly elected Director or Directors.

(c) Any Director may be removed, with or without cause, by the vote of the majority of the Directors then in office at a special meeting called for that purpose, provided that notice of that meeting and of the removal questions are given as provided in Section 5.4, or at a regular meeting. Any vacancy caused by the removal of a Director shall be filled as provided in Section 4.7(d). The office of any Director who was elected after the date of adoption of these Bylaws who does not attend three (3) Board meetings in any 12 (twelve) month period may be declared vacant and the Director removed from office by Board resolution unless the Director requests a leave of absence for a limited period of time, and the leave is approved by the Board (if such leave is granted, the number of Directors then in office will be reduced by one in determining whether a quorum is or is not present during the period of leave). Any Director who has been removed from the Board pursuant to the procedure set forth in the preceding sentence may only be reinstated as a Director by resolution of the majority of Directors then in office.

(d) Vacancies in the Board may be filled by approval of the Board. If at any time a quorum cannot be established because the number of Directors then in office is less than the greater of (a) one-fifth (1/5) of the minimum number of authorized Directors, or (b) two (2), vacancies in the Board may be filled by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a duly held meeting, or (iii) a sole remaining Director if only one (1) Director remains. Each Director so selected to fill a vacancy in the Board shall hold office until the expiration of the term of

the Director whom such person replaced and shall continue to serve until a successor has been elected and qualified.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.8 Rights of Inspection. Each Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind of this corporation and to inspect the physical properties of this corporation. This right of inspection shall include the right to copy and make extracts of the books, records, and documents of every kind. The inspection may be made by the Director in person or by the Director's agent or attorney.

Section 4.9 Fees and Compensation. Directors shall not receive any compensation from this corporation for their services as Directors, officers, or members of Board committees. However, Directors may receive reimbursement of reasonable expenses incurred in providing such services as the Board may determine to be just and reasonable as to this corporation.

Section 4.10 Approval of Executive Compensation. The Board (or authorized Board Committee) shall review and approve the compensation, including benefits, of the Executive Director, chief executive officer, Treasurer, and Chief Financial Officer to ensure that such compensation is just and reasonable and given in return for services actually rendered to this corporation. This review and approval shall occur upon the hiring of the officer, whenever the officer's term of employment (if any) is renewed or extended, and whenever the officer's compensation is modified (unless the modification extends to substantially all employees).

ARTICLE V

MEETINGS OF THE BOARD

Section 5.1 Place of Meeting. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation.

Section 5.2 Annual Meetings. The Board shall hold an annual meeting for the purposes of organization, the selection of Directors (when required by these Bylaws) and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on such date and time as is set by the Board.

Section 5.3 Regular Meetings. Regular meetings, in addition to the annual meeting, of the Board may be held without call or notice on such dates and at such times as may be fixed from time to time by the Board.

Section 5.4 Special Meetings.

(a) Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Executive Director, the Vice President, the Secretary, or any ten (10) Directors.

(b) Notice of the date, time, and place of special meetings shall be given to each Director by (i) personal delivery of oral or written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (iv) facsimile; (v) email; or (vi) other electronic means. Any such notice shall be addressed or delivered to each Director at such Director's address, phone number, facsimile number, or email address as it is shown upon the records of this corporation or as may have been given to this corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Board are regularly held. Any notice sent by electronic means must be in compliance with Section 9.12 of these Bylaws.

(c) Notice of a special meeting sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notice of a special meeting given personally or by telephone, facsimile, electronic transmission, or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least forty-eight (48) hours before the time set for the meeting.

(d) Notice of a special meeting shall state the time and date of the meeting and the place, if the place is other than this corporation's principal office. The notice does not need to specify the purpose of the meeting.

Section 5.5 Quorum. A majority of the number of Directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 5.10 of these Bylaws. However, under no circumstances shall a quorum be less than the greater of (a) one-fifth (1/5) of the minimum number of authorized Directors, or (b) two (2). Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as otherwise set forth in these Bylaws and subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of any Director(s) from that meeting, if any action taken is approved by at least a majority, or such higher standard as is required by these Bylaws or by the California Nonprofit Public Benefit Corporation Law for a specific action of the Board, of the required quorum for such meeting.

Section 5.6 Voting. Each Director present shall be entitled to one vote on each matter placed before a meeting. No Director may vote by proxy. At an annual meeting, the Directors whose terms are expiring shall, until the end of such meeting at which their successors have been elected, be entitled to vote upon all matters, including the election of their successors.

Section 5.7 Participation in Meetings by Conference Telephone or Video. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all

Directors participating in such meeting are able to hear one another. Participation in a meeting through use of electronic transmission by or to this corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if each Director can communicate with all of the other Directors concurrently and each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by this corporation.

Section 5.8 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, provides a signed waiver of notice; signs a written consent to the holding of the meeting or an approval of the minutes of the meeting; or attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. Any such waiver of notice does not need to 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 meetings.

Section 5.9 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall consent, individually or collectively, in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and the written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 5.9 only, "all Directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law or a "common director" as described in Section 5234 of the California Nonprofit Public Benefit Corporation Law who abstains in writing from providing consent, when (i) the facts described in Section 5233(d)(1) or (d)(2) are established or the provisions of Section 5234(a) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon Directors or in other records of this corporation; and (iii) the noninterested or noncommon directors approve the action by a vote that is sufficient without counting the votes of the interested Directors or common Directors.

Section 5.10 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. 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. At the adjourned meeting, the Board may transact any business that may have been transacted at the original meeting.

Section 5.11 Conduct of Meetings. Meetings of the Board shall be presided over by the President, or, if there is no President or the President is absent, the Vice President or, if the President and Vice President are both absent, by a chair of the meeting chosen by a majority of the Directors present at the meeting. The Secretary shall, if present, ensure that minutes of any meeting of the Board are recorded and maintained. The chair of any Board meeting will generally use The Standard Code of Parliamentary Procedure by Alice Sturgis as a guide for the conduct of the meeting, although such procedures will not be binding in any instance.

ARTICLE VI

COMMITTEES

Section 6.1 Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the pleasure of the Board (“Board Committees”). Appointments to Board Committees shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any Board Committee, who may replace any absent member at any meeting. Any member of any Board Committee may be removed, with or without cause, at any time by the Board. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Board Committee, increase or decrease (but not below two (2)) the number of members of a Board Committee, and fill vacancies in a committee. Any such Board Committee shall have all the authority of the Board, to the extent provided in the Board resolution, except with respect to:

- (a) The establishment of the exact number of authorized Directors within the range specified in Section 4.3 of these Bylaws;
- (b) The filling of vacancies on the Board or on any Board Committee;
- (c) The fixing of compensation of the Directors for serving on the Board or any Board Committee;
- (d) The amendment of the Articles;
- (e) The amendment or repeal of these Bylaws or the adoption of new or restated Bylaws;
- (f) The amendment or repeal of any resolution of the Board that, by its express terms, is not so amendable or repealable;
- (g) The creation of other Board Committees or appointment of members to any Board Committee;
- (h) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- (i) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3); or
- (j) The merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

The Board shall have the power to prescribe the manner in which proceedings of any such Board Committee shall be conducted. In the absence of any such prescription, such Board Committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such Board Committee shall otherwise provide, the regular and special meetings and other actions

of any such Board Committee shall be governed by the provisions of Article V of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each Board Committee and shall be filed with the corporate records.

Section 6.2 Executive Committee. The Executive Committee shall be a standing Board Committee composed of the President, Vice President, Secretary, Treasurer, and National ACLU Board Representative; provided, however, that each such person is a Director. Except for the power to amend the Articles and these Bylaws, and subject to the limitations set forth in Section 6.1 of these Bylaws and by resolution of the Board, the Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of this corporation in the intervals between meetings of the Board, subject to the direction and control of the Board. All actions of the Executive Committee shall be reported to the full Board at the next duly scheduled Board meeting. The President shall serve as chair of the Executive Committee.

Section 6.3 Advisory Committees. The Board may from time to time create advisory committees and other committees that are not Board Committees (collectively, “Advisory Committees”) as deemed appropriate, consisting of Directors or persons who are not Directors, but such Advisory Committees shall not be deemed Board Committees and shall not exercise any powers of the Board. Advisory Committees may be delegated with implementation of certain specified tasks under the direction and control of the Board. Notice of, and procedures for, meetings of Advisory Committees shall be as prescribed by the chair of each such committee, and meetings of any Advisory Committee may be called by the Board, the President, the Executive Director, or the chair of the Advisory Committee.

Section 6.4 Audit Committee. This corporation shall have an Audit Committee for any tax year in which it is required under Section 12586(e)(2) of the California Government Code (generally when it has gross revenues of two million dollars (\$2,000,000) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting).

(a) The Audit Committee shall be separate from the Finance Committee (if this corporation has one). The Audit Committee’s members shall be appointed by the Board and may include both Directors and persons who are not Directors, subject to the following limitations: (i) the Audit Committee may not include any member of the staff or the Executive Director, President, Chief Financial Officer, or Treasurer; (ii) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (iii) members of the Finance Committee shall constitute less than one-half (1/2) of the membership of the Audit Committee; (iv) Audit Committee members may not receive compensation for their service on the Audit Committee; and (v) Audit Committee members shall not have a material financial interest in any entity doing business with this corporation.

(b) The Audit Committee shall (1) recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) negotiate the compensation of the auditor on behalf of the Board (if so authorized by the Board); (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor’s firm after assuring that they conform with standards of auditor independence.

ARTICLE VII

OFFICERS

Section 7.1 Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, a National ACLU Board Representative, and an Affiliate Equity Officer. This corporation may also have, at the discretion of the Board, an Executive Director, a Chief Financial Officer, and such other officers as may be elected or appointed in accordance with the provisions of Section 7.3 of these Bylaws. Other than the President and Vice President, these persons may, but need not be, selected from among the Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as either President or Executive Director.

Section 7.2 Election. The officers of this corporation, except the National ACLU Board Representative, those officers employed for compensation by this corporation, and such officers as may be elected or appointed in accordance with the provisions of Section 7.3 or Section 7.5 of these Bylaws, shall be chosen approximately every year by the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. All officers of this corporation shall serve at the pleasure of the Board.

Section 7.3 Other Officers. The Board may elect, and may empower the President and/or Executive Director to appoint, such other officers as the business of this corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as provided in these Bylaws or as the Board may from time to time determine. Such other officers may include one or more Assistant Secretaries and Assistant Treasurers.

Section 7.4 Removal and Resignation.

(a) Without prejudice to the rights of any officer under an employment contract, any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

(b) Any officer may resign at any time by giving written notice to the Board, President, or Secretary of this corporation, but without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party. Any such resignation shall take effect on the date such notice is received or at any later time specified therein. Unless specified otherwise in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled as it occurs in the manner prescribed in these Bylaws for election or appointment to such office; provided, however, that such selection may be made immediately and need not be made on an annual basis. Each officer so selected to fill a vacancy shall hold office until the expiration of the term of the officer whom such person replaced and shall continue to serve until a successor has been elected and qualified.

Section 7.6 President. The President (who may also be referred to as the Chair of the Board) shall, if present, preside at all meetings of the Board and exercise and perform such other

powers and duties as may be from time to time prescribed by the Board. If there is no Executive Director, the President shall confer with the Board to appoint an appropriate Director to temporarily serve as the general manager and chief executive officer of this corporation, who shall have the powers and duties of the Executive Director set forth in these Bylaws.

Section 7.7 Executive Director. The Board shall employ an Executive Director on such terms as are agreed to between the Board and the individual employee. The Executive Director is the general manager and chief executive officer of this corporation and has, subject to the control of the Board, general supervision, direction, and control of the business, activities, and officers of this corporation. The Executive Director has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The Executive Director shall be responsible to the Board, shall see that the Board is advised on all significant matters of this corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall be empowered to act, speak for, or otherwise represent this corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The Executive Director shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board. The Executive Director shall be entitled to attend and participate in all Board and Executive Committee meetings, subject to the Board's and/or Executive Committee's ultimate discretion.

Section 7.8 Vice President. In the absence or disability of the President, and subject to any limitations imposed by the Board, the Vice President is appointed to and shall perform all the duties of the President. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice President by the Board.

Section 7.9 Secretary. The Secretary shall keep, or cause to be kept, at the principal office of this corporation or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and any committees thereof. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular or special, and, if special, how it was authorized; the notice given, if any; the names of the persons present at the meeting; and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of this corporation in the State of California, the original or a copy of this corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given. The Secretary shall also have such other powers and duties as may from time to time be prescribed to the Secretary by the Board or the President.

Section 7.10 Chief Financial Officer. The Chief Financial Officer of this corporation shall keep and maintain, or cause to be kept and maintained, full and accurate books and records of accounts of this corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The Chief Financial Officer shall send, or cause to be sent, to the Directors of this corporation such financial statements and reports as are required to be sent by law, by these Bylaws or by the Board. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed to the Chief Financial Officer by the Board.

Section 7.11 Treasurer. If there is no separate Chief Financial Officer, then the Treasurer shall be the chief financial officer of this corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed to the Treasurer by the Board.

Section 7.12 Affiliate Equity Officer. The Affiliate Equity Officer shall perform the duties enumerated in this corporation's Equity, Diversity, and Inclusion Policy or plan and National ACLU Policy 526; review the annual demographic report to the National ACLU with the Board; lead efforts to continuously evaluate the Board's and this corporation's practices, policies and decisions in the areas of equity and inclusion; chair any Board Committee, Advisory Committee, or working group established to address issues of equity and inclusion; report to the Board annually on this corporation's progress in these areas; work as a strategic partner to the Executive Director or their delegate to advance equity, inclusion and diversity; and, whenever this corporation is hiring a new Executive Director, fulfill special responsibilities as identified by the National Affiliate Equity Officer and National Policy 526. The Affiliate Equity Officer shall have such other powers and perform such other duties as may be prescribed to the Affiliate Equity Officer by the Board.

Section 7.13 Duties May be Delegated. In case of the absence of any officer of this corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for a specified period of time, all or part of the powers or duties of such officer to any other officer or to any Director.

Section 7.14 National ACLU Board Representative. The National ACLU Board Representative shall represent this corporation on the National ACLU board of directors and shall regularly report to the Board and staff of this corporation on developing national initiatives or policy developments that may impact this corporation. The National ACLU Board Representative will have such other powers and perform such other duties as are prescribed to them by the Board, the President, or the Executive Director or as are required by National ACLU of such position. The National ACLU Board Representative shall serve for a term of approximately three (3) years, unless a different term length is required by the rules or policies of National ACLU.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Definitions. For the purposes of this Article VIII, "agent" means any person who is or was a Director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 8.4 or 8.5(b) of these Bylaws.

Section 8.2 Indemnification in Actions by Third Parties. This corporation shall, to the maximum extent of the law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure a

judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such person in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 8.3 Indemnification in Actions by or in the Right of this Corporation. This corporation shall, to the maximum extent of the law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, to procure a judgment in this corporation's favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.3:

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

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

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

Section 8.4 Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or Section 8.3 of these Bylaws or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 8.5 Required Determination. Except as provided in Section 8.4 of these Bylaws, any indemnification under this Article VIII shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances

because the agent has met the applicable standard of conduct set forth in Section 8.2 or Section 8.3 of these Bylaws, by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this corporation.

Section 8.6 Advance of Expenses. Expenses incurred by a person seeking indemnification under this Article VIII in defending any proceeding covered by this Article VIII may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Section 8.7 Other Indemnification. No provision made by this corporation to indemnify its Directors or officers or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of members or Directors, an agreement, or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.4 or 8.5(b) of these Bylaws, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or

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

Section 8.9 Insurance. This corporation shall have the power, and shall use its best efforts, to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII; provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 8.10 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VIII does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of this corporation as defined in Section 8.1 of these Bylaws. This corporation shall have the

power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 5140 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IX

OTHER PROVISIONS

Section 9.1 Amendments. These Bylaws may be amended or repealed by the approval of at least two-thirds (2/3) of the Directors then in office. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Section 9.2 Maintenance of Corporate Records. This corporation shall keep the following:

- (a) Adequate and correct books and records of account; and
- (b) Minutes of the proceedings of its members, Board, and committees of the Board.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 9.3 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof may be signed by any person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee of this corporation shall have any power or authority to bind this corporation by any note, mortgage, evidence of indebtedness, contract, conveyance, or engagement, or to pledge its credit or to render it liable for any purpose or amount. Notwithstanding the foregoing, and subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by (a) the President; (b) the Executive Director; or (c) the Vice President and either the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of this corporation may be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 9.4 Representation of Shares of Other Corporations. The Executive Director or any other officer or officers authorized by the Board or by the Executive Director are each authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 9.5 Contracts with Directors. No Director of this corporation nor director of any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership,

or financial interest are fully disclosed in good faith to the Board or are otherwise known to all Directors, prior to the Board's consideration of such contract or transaction, and such full disclosure or prior knowledge is noted in the minutes of the Board meeting; (b) such contract or transaction is authorized in good faith by a majority of the Directors by a vote sufficient for that purpose without counting the vote(s) of the interested Director(s); (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that this corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) this corporation enters into the transaction for its own benefit and the transaction is fair and reasonable to this corporation at the time it is entered into. Such a transaction may be approved by a Board Committee so authorized by the Board, rather than by the Board, only if (a) the Board Committee approves the transaction in accordance with the standards set forth preceding sentence; (b) it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction; and (c) the Board, after determining in good faith that both (a) and (b) are satisfied, ratifies the transaction at its next meeting by a vote of the majority of the Directors then in office without counting the vote of the interested Director(s). This Section 9.5 does not apply to a transaction that is part of a public or charitable program of this corporation if it (a) is approved or authorized by this corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the public or charitable program of this corporation.

Section 9.6 Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer of this corporation without the approval of the California Attorney General; provided, however, that this corporation may advance money to a Director or officer of this corporation for expenses reasonably anticipated to be incurred in the performance of their duties if that Director or officer would be entitled to reimbursement for such expenses by this corporation.

Section 9.7 Annual Report. The Board shall cause a written annual report to be sent to the Directors annually. The annual report shall be accompanied by a report on this corporation of independent accountants or, if there is no such report, by the certificate of an authorized officer of this corporation that the financial statements included in the annual report were prepared without audit from this corporation's books and records. The annual report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including the trust funds, of this corporation;
- (c) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of this corporation for both general and restricted purposes; and
- (e) Any information required by Section 9.8 of these Bylaws.

If the Board approves, this corporation may send the annual report and any accompanying material sent pursuant to this Section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Government Code Section 12580 through 12599.7 includes the information required in the annual report, then this corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

Section 9.8 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Directors, or as a separate document if no annual report is issued, this corporation shall annually prepare and mail or furnish to each Director a statement of any transaction or indemnification of the following kind occurring during the previous fiscal year:

(a) Any transaction (i) in which this corporation, its parent, or its subsidiary was a party, (ii) in which an “interested person” had a direct or indirect material financial interest and (iii) which involved more than fifty thousand dollars (\$50,000), or was one of several transactions with the same interested person involving, in the aggregate, more than fifty thousand dollars (\$50,000). The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to this corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

For the purposes of this Section 9.8(a), an “interested person” is either of the following: (i) any Director or officer of this corporation, its parent, or its subsidiary or (ii) any holder of more than ten percent (10%) of the voting power of this corporation, its parent, or its subsidiary.

(b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Director or officer of this corporation under Article VIII of these Bylaws.

Section 9.9 Financial Audit. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of two million dollars (\$2,000,000) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by this corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine (9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements shall (a) be available at this corporation’s principal, regional and district offices (if any) during regular business hours and (b) be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on this corporation’s website.

Section 9.10 Fiscal Year. The fiscal year of this corporation shall end on March 31.

Section 9.11 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Section 9.12 Electronic Transmission. Subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary of American Civil Liberties Union of San Diego & Imperial Counties, Inc., a California nonprofit public benefit corporation; and

2. The foregoing restated Bylaws consisting of 18 pages constitute the Bylaws of such corporation as duly adopted by the Board of Directors on [], 2025, and by the members of such corporation on [], 2025, and have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate as of this _____,
2025.

<name>, Secretary