

BYLAWS OF THE
AMERICAN CIVIL LIBERTIES UNION
OF SAN DIEGO AND IMPERIAL COUNTIES

A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of this corporation shall be the AMERICAN CIVIL LIBERTIES UNION OF SAN DIEGO AND IMPERIAL COUNTIES (“Union”). It shall function as an affiliate of the American Civil Liberties Union, Inc., of New York (“National Union”).

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of the Union’s business shall be in the County of San Diego, California.

ARTICLE III

OBJECTIVES AND PURPOSES

The purpose of the Union shall be to foster, protect, extend, and obtain civil liberties and rights through educational, legal, legislative, and community action. The purpose of the Union shall be pursued without regard to political partisanship. The Union shall not endorse, oppose or otherwise participate in the campaigns of candidates for public elective office.

ARTICLE IV

DEDICATION OF ASSETS

The property, assets, profits and net income of the Union are irrevocably dedicated to public or charitable purposes, and no part of that property, assets, profits or net income shall ever inure to the benefit of any director, officer, trustee or member or to the benefit of any private individual. Upon the winding up and dissolution of the Union, and after paying or adequately providing for its debts and obligations, any remaining assets shall

be distributed to the National Union. If the National Union is then not qualified to receive these assets, they shall be given to a nonprofit fund, foundation or corporation organized and operated exclusively for charitable or public purposes that has established its tax-exempt status under the Internal Revenue Code and corresponding laws.

ARTICLE V

MEMBERS

Section 1. Membership

Members of the Union shall include those persons who reside in San Diego or Imperial Counties who are current members of the National Union. However, all policy-making functions and general oversight of the Union's affairs are delegated to the Union's Board of Directors ("Board"), except as otherwise limited by these bylaws or the California Nonprofit Public Benefit Corporation Law.

Section 2. Membership Records

The Union shall keep a membership roster containing the name and address of each member. The roster shall not be used by any member for a purpose not reasonably related to his/her interest as a member. No part of the membership roster shall be used by any other person without the express permission of the Executive Committee, except as may be required by law or the National Union.

Section 3. Meetings of Members

The members shall meet annually for the purpose of electing Directors and four Nominating Committee members, as specified in Article VI of these bylaws, and transacting such other business as may come before the meeting. Special meetings of members may be called by the Board, the President or five percent of the members.

Section 4. Notice of Meetings

(a) Voting Rights; Time of Notice. Whenever members are required or permitted to take action at a meeting, written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each person listed on the most recent membership roster received from the National Union, and those persons listed on that membership roster shall be entitled to vote at the meeting. Notice for membership meetings shall be mailed. If notice is not given by first-class registered or certified mail, notice shall be given not less than 20 days before the meeting.

(b) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and the general nature of the business to be transacted, and in the case of a special meeting, no other business may be transacted. The notice of any meeting at which Directors and Nominating Committee members are to be elected shall include the names of those who are nominees at the time of the notice.

Section 5. Quorum for Meetings

A quorum shall consist of at least thirty voting members of the Union. The members present at a duly noticed meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum, provided that any action taken after the loss of a quorum must be approved by at least a majority of the number of members required to constitute a quorum. In the absence of a quorum at the beginning of the meeting, no business may be transacted.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five days.

ARTICLE VI

ELECTIONS

Section 1. Election of the Board of Directors

(a) Each year the Nominating Committee shall determine the number of Directors to be elected for the following year, and shall nominate that number of candidates, unless the Board shall determine a different number of Directors to be elected, in which case the Board shall notify the Nominating Committee no later than 90 days before the annual membership meeting.

(b) At each annual meeting, the Nominating Committee shall present to the membership a list of nominees for election to the Board. All members of the Union shall be eligible to be nominated; non-members may also be nominated, but must, if elected, become members of the Union forthwith.

(c) Separate slates of Board nominees shall be listed for first-time nominees and nominees for re-election. In the event of a tie vote the victor shall be selected in a run-off vote at the same meeting.

Section 2. Member-elected Nominating Committee Members

At each annual meeting, the Nominating Committee shall present to the membership a list of nominees for election to four positions on the Nominating Committee for the following year. Nominees shall not be continuing Board members or Board candidates.

Section 3. Board-elected Officers, National Board Representative

Each year at the first meeting of the Board after the annual membership meeting, the Nominating Committee shall present a list of nominees for the following Board-elected positions: Board Officers; and the National Board Representative.

Section 4. Nominations

For all elections, nominations may be accepted from the floor with the consent of the nominee.

Section 5. Voting

Each voting Union member shall be entitled to cast as many votes as there are Directors to be elected as determined under Section 1 above. Cumulative voting is not allowed. All contested elections shall be held by secret ballot.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Composition of Board

The Board shall be composed of those Directors elected by the membership at the annual membership meetings, or by the Board in accordance with these bylaws. If not already elected Directors, the immediate past President of the Union and the National Board Representative shall be ex-officio voting members of the Board. The number of Directors, excluding ex-officio Board members, shall be no less than seventeen nor more than twenty-three.

Section 2. Duties and Responsibilities

The Board shall be responsible for the establishment of Union policies and guidelines and the general oversight of the affairs of the Union, including, but not limited to: program development and review; resource procurement and allocation; financial

oversight; adoption of statements of position on civil liberties issues; hiring and providing direction to an Executive Director; authorization and approval of the fiscal year budget; authorization to borrow money and incur indebtedness for the purpose of the Union, and for that purpose to cause to be executed and delivered, in the Union's name, notes or other obligations or security agreements of any sort; and the fulfillment of all other functions required by these bylaws.

Section 3. Terms of Office

The regular term of office of each Director shall be a period of three years, beginning at the first Board meeting after s/he is elected by the members, and continuing until the third annual membership meeting thereafter, or until the Director resigns, is removed, or his/her successor shall be duly elected.

No Director shall be elected by the membership to more than three consecutive three-year terms. Any Director elected by the Board to fill a vacancy shall hold office until the next annual membership meeting, when she/he will be eligible for nomination and election by the membership. The term of any such Director prior to election by the membership shall be disregarded when applying the consecutive term limitation.

Section 4. Filling Vacancies

Whenever the Board shall have less than the number of Directors specified in Section 1 above, and if the Board determines that the best interests of the Union require that an additional Director be elected without waiting for the next annual membership meeting, an additional Director may be elected by the Board in consultation with the Nominating Committee. Each Director so elected shall hold office only until the next annual membership meeting. No Director vacancy shall be filled except by election at a regular meeting of the Board, or a special meeting held after not less than 10 days mailed written notice of such intended action.

Section 5. Required Attendance at Meetings

Two unexcused absences from regular Board meetings within any 12 month period shall be cause for removal of that Director by the Board. Absences may be excused by consent of the President or Executive Director. At each regular Board meeting, the Secretary shall report the name of any Director who has unexcused absences for three regular Board meetings within any 12 month period.

Section 6. Regular Board Meetings

The Board shall hold regular meetings during the year, meeting at least once a quarter. In January each Director shall receive written notice of the meeting dates

scheduled during the next 13 months. Written notice of any change in meeting date shall be given to each Director.

Section 7. Special Board Meetings

Special meetings of the Board may be called by the President, the Executive Committee or upon the written request of any ten Directors. Written notice of any special meeting shall be given to all members of the Board at least forty-eight hours before the meeting. Notice need not be given a Director who provides a waiver of notice or consent to holding the meeting, or who attends the meeting without protesting the lack of notice before or at the commencement of the meeting. Any such waivers or consents shall be filed with the minutes of the Board meetings.

Section 8. Quorum

A majority of the Directors then in office shall constitute a quorum, which shall be required for the transaction of any business at any Board meeting. Every act or decision done or made by a majority of the Directors present at a duly-called meeting shall be regarded as the act of the Board, unless a different vote is required by these bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 9. Adjournment

A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time or place. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given to the Directors who were not present at the time of the adjournment prior to the resumption of the adjourned meeting.

Section 10. Proxies

Proxies are prohibited at all regular or special Board meetings.

Section 11. Action by Written Consent

Any action required or permitted to be taken by the Board may be taken without a meeting if all of Board members then in office consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote taken at a Board meeting. Such written consents shall be filed with the minutes of the Board meetings.

Section 12. Removal of Directors

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty as provided in the California Nonprofit Public Benefit Corporation Law, or who has failed to attend the number of meetings specified in these bylaws. Directors may also be removed as otherwise provided by law.

Section 13. Resignations

Any Director may resign effective on giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Except upon notice to the Attorney General, no Director may resign if the Union would then be left without a duly elected Director in charge of its affairs.

Section 14. Compensation

Directors shall serve without compensation. Directors and members of committees may receive such reimbursement of expenses as may be determined by the Board to be just and reasonable.

ARTICLE VIII

OFFICERS

Section 1. Designation of Officers

The officers of the Union shall be a President, a Vice-President, a Secretary, a Chief Financial Officer (CFO) with the title of Treasurer, and an Affirmative Action Officer.

Section 2. Subordinate Officers

The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 3. Duties and Powers

(a) President. The President shall preside at all Board meetings, Executive Committee meetings and the annual membership meeting. The President shall be an ex-officio member of all committees. The President shall perform such duties as shall be directed by the Board and these bylaws. All officers and committee chairpersons shall serve under the general direction of the President. The President and/or the Executive Director shall be the only official spokespersons of the Union, with powers to delegate when and as they deem appropriate.

(b) Vice-President. The Vice-President shall perform the duties and exercise the authority of the President whenever the President is unable to act. The Vice-President shall perform such other duties as delegated by the President or assigned by the Board.

(c) Secretary. The Secretary shall have responsibility for keeping the minutes of the proceedings of the Board and the Executive Committee and shall assist the President as may be requested in supervision of the Union's business offices and administrative functions.

(d) Treasurer. The Treasurer shall serve as Chief Financial Officer, and attend to the following:

(i) *Books of account*. The Chief Financial Officer shall assure that adequate books and records are maintained of the property and business transactions of the Union, including accounts of capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) *Deposit and disbursement of money and valuables*. The Chief Financial Officer shall deposit, or direct the depositing of, all money and other valuables in the name and to the credit of the Union with such depositories as may be designated by the Board, and shall disburse, or arrange for the disbursement of, the funds of the Union as may be ordered by the Board, and shall, whenever requested by the President or the Board, prepare, or arrange for the preparation of, an account of all financial transactions and of the financial condition of the Union and shall have other powers and perform such other duties as may be prescribed from time to time by the Board or the bylaws.

(e) Affirmative Action Officer. The Affirmative Action Officer shall ensure that the Union's affirmative action plan is consistent with the National Union's affirmative action policies, and monitor the Union's nominations and elections to assess compliance with the goals of the Union's affirmative action plan, and prepare the Union's annual affirmative action report to the National Union.

Section 4. Vacancies in Office

(a) Succession to the Presidency. In the event of a permanent vacancy in the office of the President, the Vice-President shall succeed to the office for the remainder of the term. In the event of the inability of the Vice-President to assume the Presidency, the Board shall fill the vacancy.

(b) Vacancies in Other Offices. Vacancies in offices other than the Presidency shall be filled by the Board.

Section 5. Removal from Office

Any elected officer may be removed from office for good cause by a two-thirds vote of the Board present at a meeting, or by written consent as provided herein, provided that notice of the intent to move that the elected officer be removed is given in writing to all members of the Board at least forty-eight hours prior to the meeting or the deadline for written consent.

Section 6. Resignations

Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Union. Any such resignation shall take effect upon receipt or at any later date specified therein.

ARTICLE IX

EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall be comprised of the President, the Vice-President, the Secretary, and the Treasurer, and the National Board Representative. The Affirmative Action Officer shall be a non-voting member of the Executive Committee.

Section 2. Powers and Function

The Executive Committee shall have the full power of the Board to the extent permitted by law, except with respect to:

(a) The approval of any action that, under law or these bylaws, requires the approval of the members or a supermajority of the Board.

(b) The filling of vacancies on the Board or on any committee that has the authority of the Board.

(c) The amendment or repeal of bylaws or the adoption of new bylaws.

(d) The amendment or repeal of any resolution of the Board unless by its express terms it is amendable or repealable by the Executive Committee.

(f) The appointment of committees of the Board or the members thereof.

(g) The approval of any transaction to which the Union is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 (d)(3) of the California Nonprofit Public Benefit Corporation Law.

Section 3. Executive Committee Meetings

Meetings of the Executive Committee may be called by the President or by at least a majority of the voting members of the Executive Committee then in office. To the extent practicable, written notice of Executive Committee meetings shall be given to each Committee member before the time of the meeting. A majority of all members of the Executive Committee then in office shall constitute a quorum for the transaction of business. When the President determines that the urgency of a matter is such that there is insufficient time to call the members together for a meeting, a telephone conference meeting of the Executive Committee may be held. The transactions at any meeting of the Executive Committee where a quorum is present, however called or noticed or wherever held, shall be as valid as if a meeting had been duly held after regular call or notice.

Section 4. Executive Director Review

The Executive Committee shall annually evaluate the performance of the Executive Director.

ARTICLE X

NOMINATING COMMITTEE

Section 1. Composition

The Nominating Committee shall be comprised of up to ten members and be newly established each year as follows: two members shall be appointed by the President from the Board membership; up to four members shall be elected by the Board from the

Board membership; and up to four members shall be non-Board members elected from the general membership at the annual meeting.

Section 2. Elections

(a) General Responsibilities

The Nominating Committee shall be responsible for establishing regulations regarding campaigning and the conduct of the voting, and for ensuring that the elections are conducted in a fair and impartial manner in accordance with these bylaws and the California Nonprofit Public Benefit Corporation Law.

(b) Membership Elections

Names of proposed Board nominees shall be submitted to the Nominating Committee no later than sixty days before the annual membership meeting. The list of nominees for election to the Board, and to the four membership-elected seats on the Nominating Committee for the following year, with their biographies, shall be published in the notice of the annual membership meeting, and mailed no later than twenty days prior to the annual membership meeting. As nearly as practicable, nominees shall be chosen so as to accomplish the goals specified in the Union's affirmative action plan.

Section 3. Term of Office

Members of the Nominating Committee shall continue in office until the annual membership meeting each year or until a new Nominating Committee has been formed.

ARTICLE XI

COMMITTEES

In addition to the Executive, Nominating and Budget/Finance Committees, the President may propose to the Board the establishment or termination of any committee, as appropriate in his/her judgment, and a majority vote of the Board shall serve to establish or terminate any such committee(s). The President shall appoint the chairperson and members of all committees except the Executive and Nominating Committees. Unless otherwise stated herein or by law, committees may act by majority vote of those present at a meeting where there is a quorum, i.e. a majority of the members then in office, or by unanimous written consent of the members then in office.

ARTICLE XII

EXECUTIVE DIRECTOR

An Executive Director shall be hired and compensated as established by the Board. The Executive Director shall be responsible for the day-to-day implementation of the policy and guidelines of the Board; shall manage and administer the business and affairs of the Union; and shall perform other such duties as prescribed by the Board. The Executive Director shall hire, supervise and dismiss all employees under his/her direction. Except in the case of illness, disability, vacation or other unavoidable absence, the Executive Director shall attend all meetings of the Board and the Executive Committee, unless specifically excused by either body.

ARTICLE XIII

FINANCIAL MATTERS

Section 1. Dues

Membership dues shall be assessed in accordance with the requirements of the National Union.

Section 2. Bonding

Persons entrusted with the handling of Union funds may, at the discretion of the Board, be required to furnish a suitable fidelity bond at the Union's expense.

Section 3. Annual Budget

The Budget/Finance Committee shall submit an annual budget to the Board for approval no later than the last meeting of each fiscal year.

Section 4. Fiscal Year

The fiscal year of the Union shall begin with the first day of April and end with the last day of March each year.

Section 5. Gifts

The Board may accept or decline on behalf of the Union any contribution, gift, bequest, or devise for the charitable or public purpose of the Union.

Section 6. Quarterly Financial Statements

The Treasurer shall, at least quarterly, and whenever requested by the President or by the majority of the Board, cause a statement of income and expenditures of the Union to be prepared and a copy thereof to be distributed to each member of the Board.

Section 7. Annual Financial Report

The Board shall cause an annual financial report containing the information required by the California Nonprofit Public Benefit Corporation Law, and audited by an independent certified public accountant, to be made available to all Directors and members of the Union not later than 240 days after the close of the Union's fiscal year.

Section 8. Financial Account Access

By written resolution, the Board may delegate to the President and two other Board Officers authority to determine who has access to the Union's financial accounts, including viewing account activity, signing checks, making transfers of funds, and other powers. Such determinations by these Officers must be in writing and signed by all; must specify named individuals, officer positions, or both; must specify the degree of access each individual or position has; and must be shared with the full Board within a reasonable time period not to exceed 90 days from the time of such determination.

ARTICLE XIV

CORPORATE RECORDS AND REPORTS

The Union shall maintain at its principal office in the County of San Diego all books, records and reports required by the California Nonprofit Public Benefit Corporation Law, and allow inspection thereof by Union members as provided by law.

ARTICLE XV

LIABILITIES

Nothing contained herein shall constitute members of the Union as partners for any purpose. No member, Director, officer, agent, or employee shall be liable for the acts or failure to act of any other member, Director, officer, agent, or employee of the Union, nor shall any member, Director, officer, agent, or employee be liable for his or her acts or failure to act under these bylaws, excepting only acts of omissions arising out of his or

her willful misfeasance. The members, Directors, officers, agents or employees shall not be personally liable for the debts, liabilities, or other obligations of the Union.

ARTICLE XVI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the fullest extent permitted by California Nonprofit Public Benefit Corporation Law, Section 5238, the Union shall indemnify its directors, officers, and employees, including persons formerly occupying any 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 Section 5238(a), and including any action by the Union, by reason of the fact that the person is or was a director, officer or employee. “Expenses,” as used in this bylaw, shall have the meaning set forth in Section 5238(a).

On written request to the Board by any person seeking indemnification, the Board shall promptly decide under Section 5238(e) whether the standard of conduct set forth in Section 5238(b) or Section 5238(c), as applicable, has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of the members of the Union. At that meeting, the members of the Union shall determine under Section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law, expenses incurred by a person seeking indemnification under this bylaw in defending any proceeding may be advanced by the Union before final disposition of the proceeding, as determined by the Board in any specific instance, on receipt by the Union of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Union for those expenses.

The Union shall purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, and employees, to cover any liability asserted against or incurred by any officer, director, and employee in such capacity or arising from the officer’s director’s, and employee’s status as such.

ARTICLE XVII

PARLIAMENTARY AUTHORITY

The most recent edition of Sturgis Standard Code of Parliamentary Procedure shall govern all meetings of the Board, all meetings of the Union membership, or any committee or other business meetings of the members of the Union, except when suspended by a two-thirds vote of members present and entitled to vote.

ARTICLE XVIII

INTERPRETATION

If any portion of these bylaws is invalid, such invalidity shall not affect the remainder of the provisions that are not invalid. If there is any conflict between these bylaws and the California Nonprofit Public Benefit Corporation Law, the California statutes shall govern, but such conflict shall not be deemed to invalidate the portions of the bylaws that are not in conflict with the statutes.

ARTICLE XIX

AMENDMENTS

Section 1. Amendments to the Bylaws

These bylaws may be altered, amended, or repealed and new bylaws adopted, subject to the power of the members to change or repeal these bylaws under the California Nonprofit Public Benefit Corporation Law, by approval of the Board as set forth below, unless the bylaw amendment would materially and adversely affect the rights of members as to voting, provided, however, a bylaw specifying or changing the fixed number of Directors of the Union, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may only be adopted by approval of the members.

Except as provided above, these bylaws can be amended by the Board by written consent or at any regular meeting by a two-thirds vote of the Board members present and voting, provided that a quorum is present and that the proposed amendments have been submitted in writing to the Board at least fifteen days prior to the meeting.

In addition, these bylaws can be amended by the membership at any properly noticed regular or special membership meeting by a two-thirds vote of the members

present and voting, provided that a quorum is present and that the proposed amendment(s) were included with the notice of the meeting.

Section 2. Amendments to the Articles of Incorporation

Any number of amendments to the Articles of Incorporation, or an entire revision or restatement(s) of the Articles of Incorporation may be submitted and approved by written consent of the Board members then in office, or at a regular meeting of the Board by a two-thirds vote of the members present and voting, provided that a quorum is present and that the proposed amendment(s), revision(s), or restatement were submitted in writing to the Board at least fifteen days prior to the meeting. All such amendments or revisions shall be ratified by a majority vote of the members at any properly noticed regular or special meeting of members at which a quorum is present, provided that the proposed amendments or revisions were included with the notice of the meeting.

ARTICLE XX

GENERAL

Any provision in these bylaws for notice or consent “in writing” may be satisfied by facsimile transmission, e-mail, or other commonly used form of textual electronic communication, effective upon receipt, unless otherwise expressly provided.

CERTIFICATE OF ADOPTION
OF BYLAWS OF THE
AMERICAN CIVIL LIBERTIES UNION OF
SAN DIEGO AND IMPERIAL COUNTIES

A California Nonprofit Public Benefit Corporation

I, the undersigned, certify that I am the duly elected, qualified and acting Secretary of the American Civil Liberties Union of San Diego and Imperial Counties, a California Nonprofit Public Benefit Corporation, and that the foregoing bylaws, consisting of sixteen pages, were adopted by the membership upon recommendation of the Board of Directors as the bylaws of the Union on February 16, 2006.

Last Revised Version Adopted by the Board of Directors on March 17, 2016

Secretary