

**2020 Amendment to and Restatement of the Bylaws of
The Gala Pride and Diversity Center
A California Non-Profit Public Benefit Corporation**

**ARTICLE 1
CORPORATE NAME**

SECTION 1.1. The name of this Corporation shall be The Gala Pride and Diversity Center.

**ARTICLE 2
CORPORATE PURPOSE**

SECTION 2.1. The mission statement of this Corporation is: The Gala Pride and Diversity Center supports and empowers people of all sexual orientations, gender identities and expressions to strengthen and unite our Central Coast Community.

**ARTICLE 3
CORPORATE OFFICE**

SECTION 3.1. Principal Office

The principal office of the Corporation for the transaction of its business is located in the City of San Luis Obispo and County of San Luis Obispo, California.

SECTION 3.2. Change of Address

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of San Luis Obispo, California. The county of the Corporation's principal office can only be changed by amendment of these Bylaws.

SECTION 3.3. Other Offices

The Corporation may also establish branch or other subordinate offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 4
CORPORATE STRUCTURE**

SECTION 4.1. The Gala Pride and Diversity Center is an honorary membership Corporation.

**ARTICLE 5
BOARD OF DIRECTORS**

SECTION 5.1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the business and property of the Corporation.

SECTION 5.2. Number

The number of Directors shall be fixed from time-to-time by the Directors, but shall consist of no fewer than five (5) nor no more than fifteen (15), including the following Officers: the President, Vice-President, the Secretary and the Treasurer.

SECTION 5.3. Quorum

A quorum shall consist of a simple majority [fifty percent plus one (50% + 1)] of the current members of the Board of Directors for the transaction of business at any meeting.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business, notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum at the next regularly scheduled meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

SECTION 5.4. Qualifications, Tenure, Terms and Requirements

As Director terms expire, the Board shall elect new Directors. All members of the Board of Directors must be approved by a majority vote of the Board members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present. The newly-elected Board members shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All Directors must be at least eighteen (18) years of age upon taking office.

No Board member may be related by blood, marriage or registered domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or employee of the Corporation.

Each member of the Board of Directors shall hold office for a two-year term and are eligible to be confirmed for up to two (2) consecutive terms. After serving two (2) consecutive terms, at least a one-year interlude must transpire before a person may again be elected to the Board of Directors.

Each member of the Board of Directors is expected to attend at least nine (9) regularly-scheduled monthly meetings of the Board in a twelve (12) month period. Excused absences may be granted by a majority of the Board for reasonable cause. Any Board member who does not attend at least nine (9) regularly-scheduled monthly meetings of the Board in a twelve (12) month period, may be removed as specified in SECTION 5.20. Removal.

SECTION 5.5. Duties

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them, collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- (b) Elect and remove, employ and discharge, and, except as otherwise provided in these

Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, Directors, agents, and employees of the Corporation;

(c) Supervise all Officers, Directors, agents, and employees of the Corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the Corporation so that notices of meetings mailed or sent to them by electronic means at such addresses shall be valid notices thereof;

(f) Provide any necessary personal information required for the proper administration and operation of the Corporation; and

(g) Manage all corporate assets in a fiscally responsible manner.

SECTION 5.6. Nominations by Committee

The Nominating Committee shall nominate qualified candidates for election to the Board and provide the approved slate of candidates to the Secretary at least ten (10) working days before the date of any election of Directors. The Secretary will then send, or cause to be sent, the Governance Committee's slate of approved candidates at least five (5) working days before the date of election.

SECTION 5.7. Place of Meetings

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or without the State of California, which has been designated from time to time, by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held by the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board Members have been given written notice of the meeting as hereinafter provided for special meetings of the Board.

SECTION 5.8. Regular Board Meetings

The Board of Directors shall meet once every calendar month at such time, date and place as established by the Board of Directors.

Any meeting, regular or special, may be held by electronic means. Participation in a meeting through use of electronic means constitutes presence in-person at that meeting, so long as:

(a) Each Director participating in the meeting can communicate with all of the other Directors concurrently;

(b) 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 the Corporation; and

(c) The Corporation adopts and implements some means of verifying:

1) that all persons participating in the meeting are Directors of the Corporation or are otherwise invited to participate in the meeting, and

2) that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are not Directors.

SECTION 5.9. Special Board Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, the Treasurer, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 5.10. Notice of Meetings

Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board shall be held upon four (4) days (96 hours) notice by first-class mail or two (2) days (48 hours) notice delivered personally or by electronic means. If sent by mail or electronic means, such notices shall be addressed to each Director at their address as shown on the books of the Corporation. The notice shall be deemed to be delivered on its deposit in the mails or upon transmission by electronic means.

SECTION 5.11. Contents of Notice

Notice of meetings, not herein dispensed with, shall specify the place, day, and hour of the meeting. Except as required by SECTION 5.9, the purpose of any Board of Directors meeting need not be specified in the Notice.

SECTION 5.12. Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice or a consent to holding the meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 5.13. Manner of Voting

Voting may be by voice or ballot, except election of Directors must be by ballot if requested by any Board member. Under no circumstances can a Director vote by proxy.

SECTION 5.14. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (CORP §5212), approval of contracts or transactions in which a Director has a material financial interest (CORP §5233), and indemnification of Directors (CORP §5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 5.15. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in their absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Board member chosen by a majority of the Directors present at the meeting. The

Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in their absence, the presiding Officer shall appoint another person to act as secretary of the meeting.

The Board of Directors may adopt rules of order, which shall govern the meetings of the Board of Directors insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the law.

Any matters taken up at any meeting, which were not on the agenda sent with the notice of the meeting may be tabled by one-third (1/3) vote of those present. The tabled matter may then be made a part of the agenda for the next regularly scheduled meeting of the Corporation.

Time for public comment shall be provided at all regularly-scheduled Board meetings per the Corporation's Policies and Procedures Manual.

SECTION 5.16. Meetings by Telephone or Other Telecommunications Equipment

Any Board meeting may be held by conference telephone, video screen, or other communications equipment. Participation in a meeting under this SECTION shall constitute presence in person at the meeting if both the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters of the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board of Directors.

SECTION 5.17. Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing, such writing may be transmitted electronically. For the purposes of this SECTION only, "all members of the Board" shall not include any "interested Director" as defined in CORP §5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 5.18. Vacancies

Vacancies on the Board of Directors shall exist (a) on the death, resignation, or removal of any Director, (b) whenever the number of authorized Directors is changed, or (c) when a Director has missed three (3) unexcused monthly meetings.

The Secretary shall notify the Board of Directors, in writing, that the seat has been declared vacant and the Board of Directors may immediately declare the seat vacant and proceed to fill the vacancy.

Any Director may give a written and signed notice of intention to resign to the President or the Secretary. E-mail or other electronic means are acceptable. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Upon a vacancy among the Board of Directors, the Nominating arm of the Governance Committee will present pertinent candidate information to the Board of Directors for discussion and vote at a regularly-scheduled meeting.

SECTION 5.19. Forfeiture

Any member of the Board of Directors who fails to fulfill any of their requirements as set forth in SECTION 5.4. of these Bylaws, shall automatically forfeit their seat on the Board. The Secretary shall notify the Director in writing that their seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of SECTION 5.4. of these Bylaws are not entitled to vote and are not entitled to the procedure outlined in SECTION 5.14. of these Bylaws.

SECTION 5.20. Removal.

Any member of the Board of Directors may be removed, with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors, if in their judgment the best interest of the Corporation would be served. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An Officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in SECTION 5.4. of these Bylaws, automatically forfeit their positions on the Board and are not entitled to the removal procedure outlined in this SECTION.

SECTION 5.21. Insurance for Corporate Agents

The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (§5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of §5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 5.22. Compensation

Directors of the Corporation will serve without compensation of any kind. However, reimbursement of expenses authorized by the Board of Directors is permitted with proper documentation.

SECTION 5.23. Agents of the Board

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

SECTION 5.24. Emergency Powers

The emergency bylaw provisions of this SECTION are adopted in accordance with California CORP §5151(g). Notwithstanding anything to the contrary herein, this SECTION applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in these Bylaws:

- (a) A natural catastrophe, including but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruptions, landslide, mudslide, snowstorm or drought, or regardless of cause, any fire, flood or explosion;
- (b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- (c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting infrastructure, environment, economy, government function, or population, including but not limited to, mass evacuations; or
- (d) A state of emergency proclaimed by the governor of the state in which one or more of the Directors are resident, or by the federal government of the United States of America.

SECTION 5.25. Emergency Actions

During an emergency, the Board may:

- (a) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the emergency;
- (b) Relocate the principal office or authorize the Officers to do so;
- (c) Give notice to a Director or Directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by these bylaws; and
- (d) Designate additional or substitute directors in order to meet quorum requirements.

ARTICLE 6 OFFICERS

SECTION 6.1. Number of Officers

The Officers of this Board shall be the President, Vice-President, Secretary, Treasurer and immediate Past President. All Officers must be active members of the Board of Directors.

SECTION 6.2. Qualification, Election, and Term of Office

Any member of the Board of Directors may serve as an Officer of this Corporation. Officers shall

be elected by the Board of Directors of the Corporation, and each Officer shall hold office until they resign, are removed, are otherwise disqualified to serve, or until their successor shall be elected and installed, whichever occurs first. Election of Officers shall be held at the regularly-scheduled December Board meeting.

SECTION 6.3. Removal and Resignation

Any Officer may be removed, at any time, either with or without cause, by the Board of Directors by three-quarters (3/4) vote. Any Officer may, at any time, give written and signed notice of intention to resign to the President or the Secretary of the Corporation. E-mails and electronic communications are acceptable.

SECTION 6.4. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors, as soon as reasonably possible.

SECTION 6.5. President

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. They shall preside at all meetings of the Board of Directors and Executive Committee. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, they shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

The President cannot concurrently serve as Treasurer.

SECTION 6.6. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

SECTION 6.7. Secretary

Except for excused absences, the Secretary shall attend all meetings of the Board and the Executive Committee. The Secretary's duties shall consist of:

- (a) Record all votes and minutes of all proceedings;
- (b) Make the arrangements for all meetings of the Board in concert with the President;
- (c) Send (or cause to be sent by staff) notices of all meetings to the members of the Board and shall take reservations for the meetings;
- (d) Perform all official correspondence from the Board as may be prescribed by the Board or the President;
- (e) Certify and keep at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date;
- (f) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book, in print or electronic format, of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding,

whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

(g) Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws;

(h) Keep at the principal office of the Corporation a donor roster containing the name and address of each and any donor; and

(i) Exhibit at all reasonable times to any Director of the Corporation, or to their agent or attorney, on request thereof, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation.

SECTION 6.8. Treasurer

The Treasurer's duties shall be:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit, or cause to be deposited, all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

(b) Receive, or cause to be received, and give receipt for all such monies due and payable to the Corporation from any source whatsoever;

(c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements; and

(d) Keep and maintain, or cause to be maintained, adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit, or cause to be exhibited, at all reasonable times the books of account and financial records to any Director of the Corporation, or to their agent or attorney, on request thereof;

(f) Assist, or cause to be assisted, in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles;

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

(h) Render, or cause to be rendered, to the President and Directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer cannot concurrently serve as President.

ARTICLE 7 COMMITTEES

SECTION 7.1. Committee Formation

The Board of Directors, by resolution adopted by a majority of Directors, may create committees as needed, both standing and special. The Board shall appoint all committee chairs.

SECTION 7.2. Executive Committee

The Executive Committee of the Board of Directors will consist of the five (5) elected Officers: President, Vice President, Secretary, Treasurer and immediate Past President.

In the intervals between regularly-scheduled Board meetings, the Executive Committee shall have all the powers and authority of the Board of Directors to act, subject to the direction and control of the full Board, except for the power to amend the Articles of Incorporation and the Bylaws. All actions taken by the Executive Committee shall be ratified by the Board of Directors at the next Board of Directors meeting.

SECTION 7.3. Standing Committees

The Corporation shall have permanent, on-going committees to handle assigned work, such as a Governance Committee, Nominating Committee, Trans Central Coast, Pride Committee and others, as needed. Standing committees may, from time to time, be designated by resolution of the Board of Directors and the chair of said committees must be approved by a majority of the Board. The members of these committees may consist of Directors, non-Directors or a combination thereof. These committees shall act in an advisory capacity only to the Board.

SECTION 7.4. Special Committees

The Corporation may have temporary committees to handle a specific task or objective. Such committees may be authorized by resolution of the Board of Directors and the chairs of said committees must be approved by a majority of the Board. The members of these ad hoc committees may consist of Directors, non-Directors or a combination thereof. These committees shall act in an advisory capacity only to the Board. An ad hoc committee shall be dissolved by the Board after the specific task or objective has been completed.

SECTION 7.5. Meetings and Actions of Committees

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 7.6. Removal.

Any chair or member of a committee may be removed, with or without cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors, if in their judgment the best interest of the Corporation would be served. Each chair, committee member and the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

ARTICLE 8 CORPORATE STAFF

SECTION 8.1. Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board.

The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No Officer, Executive Committee member or member of the Board of Directors, except the Board President, may individually instruct the Executive Director. The Executive Director shall attend all Board of Directors meetings and make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood, marriage or registered domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon a vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will.

SECTION 8.2. Staff

If the Corporation has an Executive Director, that person shall present staffing level recommendations to the Board of Directors. The Board of Directors shall approve or deny staffing levels.

If the Corporation has an Executive Director, no Officer, Executive Committee member or member of the Board of Directors may individually instruct staff. As stated in SECTION 8.1, the Executive Director shall have immediate and overall supervision of staff.

Staff may not be related by blood, marriage or registered domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors.

Staff may be removed by the Board of Directors upon a vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on staff member, who shall remain an employee terminable at will.

SECTION 8.3. Employee Reviews

The Board of Directors shall conduct at least annual reviews of the Executive Director.

The Executive Director shall conduct at least annual reviews of all paid staff. The results of those reviews shall be delivered to the Board of Directors in a timely manner.

ARTICLE 9

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 9.1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by resolution of the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 9.2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be written by the Treasurer and countersigned by one other member of the Executive Committee. Accounting controls are more specifically enumerated in the Corporation's Policies and Procedures Manual.

SECTION 9.3. Deposits

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

SECTION 9.4. Gifts

The Board of Directors or its agents may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation, provided that such acceptance does not obligate the Corporation to expend any monies to maintain or rehabilitate such bequest or gift.

ARTICLE 10 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 10.1. Maintenance of Corporate Records

The Corporation shall keep, in any manner electronic or otherwise, at its principal office in the State of California:

- (a) Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

SECTION 10.2. Directors' Inspection Rights

Every Director shall have the absolute right, at any reasonable time, to inspect the Corporation's books, records, and documents of every kind, including electronic format, and to inspect the physical properties of the Corporation. Due to the sensitive nature of donor records, they will not be made available to the general public, nor will they be sold or otherwise distributed for the private

use of others.

SECTION 10.3. Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain information in appropriate detail.

ARTICLE 11 FISCAL YEAR

SECTION 11.1. The fiscal year of the Corporation shall begin on the first day (1) of January and end on the thirty-first day (31) of December of each year.

ARTICLE 12 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 12.1. Purpose of Conflict of Interest Policy

The purpose of a conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable State of California and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations and is not intended as an exclusive statement of responsibilities.

SECTION 12.2. Definitions

Unless otherwise defined, the terms used in this ARTICLE have the following meanings:

(a) Interested Person.

Any Director, Officer, agent or a member of a committee with governing Board-delegated powers, who has direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest, only if the appropriate governing Board decides that a conflict of interest exists.

All Directors and executive staff will be required to complete and submit an updated Conflict of Interest Disclosure Form at the beginning of every fiscal year.

SECTION 12.3. Annual Statements

Each Director, Officer, and member of a committee with governing Board delegated powers shall annually sign a statement that affirms each person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the Corporation is a nonprofit public benefit corporation and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 12.4. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall be conducted by the Governance Committee with assistance from the Executive Director every 12 (twelve) to 18 (eighteen) months. The results of the reviews shall be presented to the Executive Committee in a timely manner.

SECTION 12.5. Use of Outside Experts

When conducting the periodic reviews, as provided for in SECTION 12.4 of these Bylaws, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 13

AMENDMENT OF BYLAWS

SECTION 13.1. Amendment of Bylaws

Subject to any provision of law applicable to the amendment of Bylaws of Public Benefit Nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by three-quarters (3/4) vote of the Board of Directors. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each Director within the time and the manner provided for the giving of notice of meetings of Directors.

ARTICLE 14

AMENDMENT OF ARTICLES

SECTION 14.1. Amendment of Articles

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least three days in advance of such a meeting if delivered personally, or by electronic communication or at least five days if delivered by mail. All amendments of the Articles shall require a three-quarters (3/4) vote of the Board of Directors.

ARTICLE 15
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 15.1. Prohibition

No Director, Officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 16
WRITTEN CONSENT OF BOARD OF DIRECTORS

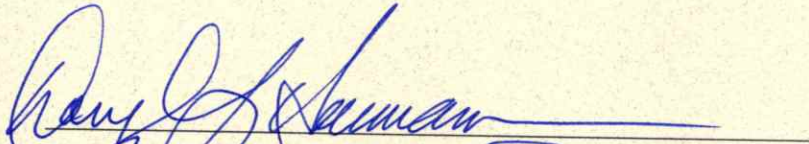
ADOPTING 2020 AMENDMENT TO AND RESTATEMENT OF THE BYLAWS

SECTION 16.1. Written Consent

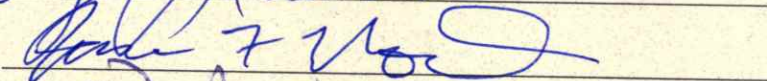
We, the undersigned, are serving as the current Board of Directors for The Gala Pride and Diversity Center, a California nonprofit public benefit Corporation. Pursuant to the requirements stated in the 2011 Revision of the Corporation's Bylaws, the membership voted to adopt the 2020 Amendment to and Restatement of The Gala Pride and Diversity Center Bylaws. We hereby accept and also adopt same. The **2020 AMENDMENT TO AND RESTATEMENT OF THE BYLAWS** is valid from this day forward.

Dated 2/18/2020

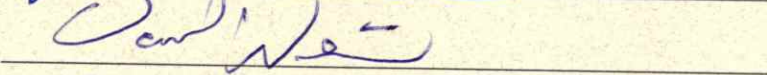
Douglas J. Heumann, President



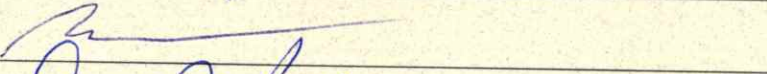
Jane Lloyd, Vice-President



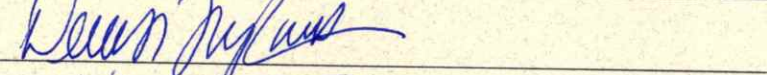
David Weisman, Secretary



Rob Diaz, Past President



Denise Taylor, Director



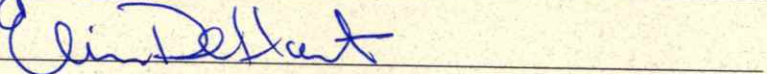
Katherine Soule, Director



Samuel Byrd, Director



Elissa DeHart, Director




ARTICLE 17
CERTIFICATE OF BOARD SECRETARY

SECTION 17.1. Certificate

This is to certify that the foregoing is a true and correct copy of the 2020 Amendment to and Restatement of The Gala Pride and Diversity Center Bylaws and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: 2-18-2020


_____, Secretary
David Weisman