

BYLAWS  
OF  
CALIFORNIA ATTORNEYS FOR CRIMINAL FOUNDATION

ARTICLE I

Principal Office

The principal office for the transaction of business of the corporation shall be located in the County of Los Angeles, State of California. The corporation may establish such other offices as the board of directors may from time to time determine.

ARTICLE II

Membership

Section 1. Persons Eligible

The corporation shall have one class of members, which shall consist solely of the Immediate Past Past President and four others selected by him/her.

Section 2. Liabilities of Members

No person who is now, or who later becomes, a members of this corporation shall be personally liable to its creditors for any indebtedness or liability of this corporation, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting

The annual meeting of the members shall be held in December or such other date as the board of directors shall determine, for the purpose of electing directors, considering reports of the affairs of the corporation and transacting any other business as may be within the power of the members to transact.

Section 2. Special Meeting

Special meetings of the members may be called by the board of directors.

### Section 3. Place of Meeting

All annual meetings of members, and all special meetings of members called by the board of directors, shall be held at any place, either within or without the State of California, that the board of directors may designate pursuant to authority hereinafter granted to said board. If no designation is made, the place of the meeting shall be the principal office of the corporation; but if all the members shall meet at any time and place, either within or without the State of California, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

### Section 4. Notice of Meetings

Written notice stating the place, day, and hour of any special meeting of members or of any annual meeting of the corporation shall be delivered, either personally or by mail, to each member not less than three (3) nor more than 60 (60) days before the date of such meeting. In case of a special meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

### Section 5. Quorum

The presence in person or by proxy of a majority of the members of this corporation shall constitute a quorum at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum.

### Section 6. Voting

Each member of the corporation is entitled to one vote on all matters submitted to the members. The manner of voting may be viva voce, by ballot, by written proxy, or by mail. No member may cumulate his/her votes.

### Section 7. Adjourned Meetings and notice Thereof

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members who are either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such meeting.

Section 8. Consent of Absentees

The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each member who was not present, signs a written waiver of notice, or a consent to the holding of such meeting, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Action Without Meeting

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members and filed with the secretary of the corporation.

ARTICLE IV

Board of Directors

Section 1. All Members Directors

The board of directors shall consist of five (5) members until changed by amendment of the Bylaws duly adopted by the members amending this Section 1 of Article IV, as hereinafter provided. All members shall be directors of the corporation. No reduction of the authorized number of directors shall have the effect of removing a director prior to the expiration of his/her term of office.

Section 2. Removal

A director may be removed from office for cause by the vote of two-thirds of the members at any annual or special meeting of members.

Section 3. Compensation

Directors as such shall not receive any compensation for their services, but, by resolution of the board of directors, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the board.

## ARTICLE V

### Meetings of Directors

#### Section 1. Organizational Meeting

Immediately following or concurrently with each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.

#### Section 2. Other Regular Meetings

Other regular meetings of the board of directors shall be held without call at such time as the board of directors may from time to time designate; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter which is not a legal holiday. Notice of all such regular meetings of the board of directors is hereby dispensed with.

#### Section 3. Special Meetings

Special meetings of the board of directors for any purpose or purposes shall be called at any time by the President, or by any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director, or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him/her at his/her address as it is shown on the records of the corporation. In case such notice is delivered as above provided, it shall be so delivered at least seventy-two hours prior to the time of the holding of the meeting. Such mailing, faxing or delivery shall be due, legal and personal notice to such director.

#### Section 4. Place of Meeting

regular meetings of the board of directors shall be held at any place within or without the stat which has been designated form time to time by resolution of the board or by written consent of all the members of the board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the board may be held either at a place so designated or at the principal office.

#### Section 5. Quorum

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided.

Section 6. Manner of Acting

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law, by the Articles of Incorporation, or by these Bylaws.

Section 7. Powers

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation shall be controlled by, the board of directors. Without limiting the generality of the foregoing, the board of directors shall have the following powers:

(a) To select and remove all the officers, agents, employees, and members of advisory committees of the corporation; to prescribe such powers and duties for them as may be consistent with law, with the Articles of Incorporation, or with the Bylaws; to fix their compensation, if any, and to require from them security for faithful service.

(b) To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation, or with the Bylaws, as they may deem best.

(c) To change the principal office for the transaction of the business of the corporation from one location to another in the same county; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California; to designate any place within or without the State of California for the holding of any directors' or members' meetings, subject to the limitation set out in Section 3 of Article III hereof; and to adopt, make, and use a corporation seal and to alter the form thereof from time to time as in their judgement they may deem best.

(e) To appoint advisory committees and to delegate to the advisory committees any of the powers and authorities of the board in the management of the affairs of the corporation. Each advisory committee shall be composed of the number of persons designated by the board. Committee members need not be members or directors of the corporation, and the tenure of membership, provisions for removal, compensation, frequency of meetings, and requirements to constitute a quorum of the members of the advisory committees, and any other provisions necessary to establish and govern said advisory committees, shall be determined by the board of directors.

Section 8. Adjournment and Notice Thereof

Any directors' meeting at which a quorum is present may be adjourned to meet again at a stated time and place upon the vote of a majority of the directors present. In the absence of a quorum, a majority of the directors present at any directors' meeting may adjourn until the time fixed for the next regular meeting of the board.

Section 9. Consent of Absent Directors

The transaction of any meeting of the board of directors, however called and noticed or whatever held, shall be as valid as though had at a meeting duly held after regular call and notice, provided that a quorum be present and that either, before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Action Without Meeting

Any action required or permitted to be taken by the board of directors under any provision of Division 2 of Title 1 of the California Corporations Code may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. 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 a unanimous vote of such directors. Any certificate of other document filed under any division of Division 2 of title 1 of the California Corporations Code 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 authorized the directors to so act.

ARTICLE VI

Officers

Section 1. Titles

The officers of the corporation shall be a President, a Vice-President, a Second Vice-President, and a Secretary, a Treasurer. Except insofar as their duties may be in conflict, any two or more offices, except the offices of President and Secretary, may be held by the same person.

Section 2. Election and Term of Office

The officers of the corporation, except such officers as may be appointed in accordance with the provision of Section 3 or Section 5 of this Article VI, shall be chosen annually by the board of directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

### Section 3. Subordinate Officers

The board of directors may appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, each such officer to have the authority to perform the duties prescribed from time to time by the board of directors and to hold office until he/she shall resign or shall be removed or otherwise disqualified to serve.

### Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the directors at any regular or special meeting of the board, or, except in case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer may resign at any time giving written notice to the board of directors, to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### Section 5. Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

### Section 6. President

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/She shall preside at all meetings of the members and of the board of directors. He/She may sign, with one of the other officers, any instruments that the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be specially designated by the board of directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the board of directors.

### Section 7. Vice President and Second Vice-President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the restrictions upon the President. In the absence of the Vice-President, or in the event of his inability or refusal to act, the Second

Vice-President shall act in this stead. The Vice-President and the Second Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

Section 8. Treasurer

The treasurer shall have charge and custody of and be responsible for all assets of the corporation; he/she shall receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors. He/She shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the President and directors, whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

Section 9. Secretary

The Secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the corporation, see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws, keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of Secretary and such other duties as pertain to the office or as are prescribed from time to time by the board of directors.

ARTICLE VII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board of directors, and shall keep at its principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE VIII

Contracts, Checks, and Gifts

Section 1. Contracts

The board of directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents to enter into any contract or execute any

instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or so pledge its credit or to render it liable for any purpose or in any amount.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

Section 3. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE IX

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California or under the provisions of the Articles of Incorporation or the Bylaws of this corporation, a waiver thereof, in writing, signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

ARTICLE X

Amendments

Section 1. Power of Members

New Bylaws may be adopted or the Bylaws may be amended or repealed by an affirmative vote of a majority of the members of the corporation or by the written assent of such members, except as otherwise provided, however, that a Bylaw fixing or changing the number of directors, or changing the requirements for membership on the board of directors may be adopted, amended, or repealed only by the vote or written assent of two-thirds (2/3) of the members of the corporation.

ARTICLE XI

Miscellaneous Provisions

Section 1. Inspection of Bylaws

The corporation shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Date: \_\_\_\_\_

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CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of CALIFORNIA ATTORNEYS FOR CRIMINAL JUSTICE FOUNDATION, a California nonprofit corporation, and that the foregoing Bylaws comprising nineteen (19) pages, including this page, constitute the Bylaws of said corporation as of the date hereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affix the seal of said corporation this \_\_\_\_ day of \_\_\_\_\_

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