



Revised August 1993
Revised November, 1997
Amended March 2004
Revised January 2015

BYLAWS

For the regulation, except as
Otherwise provided by California
Statute or by its Articles of Incorporation

Of

CORO SOUTHERN CALIFORNIA, INC.,

A California nonprofit corporation

ARTICLE I. Name

Section 1. NAME. The name of this corporation is Coro Southern California, Inc. (hereinafter referred to as the “Corporation”).

ARTICLE II. Offices

Section 1. PRINCIPAL OFFICE. The principal office of the Corporation shall be fixed and located at such place as established in the Corporation’s Articles of Incorporation or as the Corporation’s Board of Directors (the “Board”) shall determine from time to time. The Board is granted full power and authority to change such principal office from one location to another.

Section 2. BRANCH OFFICES. Unincorporated branch offices of the Corporation (“Branch Offices”) may be established at any time by the Board at any place or places. Such Branch Offices shall have the powers and duties provided hereinafter in Article IV.

ARTICLE III. Objectives and Purposes

The purposes of the Corporation are to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. In the context



of these general purposes, the Corporation will pursue the objectives and purposes described in this Article III below.

The primary objective and purpose of the Corporation are to administer the premiere leadership training program that is committed to fostering democracy and ethical leadership.

ARTICLE IV. Board of Directors

Section 1. POWERS. Subject to limitations of the Corporation's Articles of Incorporation and these Bylaws (including, without limitation, the limitations described in Article IV of these Bylaws), the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws or provided by applicable law:

(a) To select and remove all of the officers of the Corporation, to prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or these Bylaws, to fix their compensation, to required from them security for faithful service and to establish personnel guidelines for all such officers, agents and employees;

(b) To conduct, manage and control the affairs and activities of the Corporation;

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as the Board may deem best;

(d) To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and security therefor; and

(e) To adopt an annual budget for the Corporation.

Section 2. DIRECTOR QUALIFICATIONS. No person who holds a high elective office in the federal government, in any state government or in any major political or governmental subdivision shall be eligible to serve as a director. Any person



elected to such office during his or her tenure as a director shall be automatically removed and disqualified as a director, and his or her position as a director shall be deemed to be vacant. The application of this Section 2 and its interpretation, as to any particular situation, shall be determined by the Board, provided that the director potentially subject to disqualification shall not participate in such determination.

Section 3. NUMBER OF DIRECTORS. The authorized number of directors, excluding honorary directors, shall be between thirteen and thirty-eight, the exact number to be determined from time to time by the Board.

Section 4. HONORARY CHAIR AND HONORARY DIRECTORS. The Board may from time to time elect honorary directors, one of whom may be designated honorary Chair of the Board, as the Board may deem appropriate. The term of office of an honorary director shall be three years. Honorary directors shall have no vote as such, but may be elected by the Board as full voting members of the Board. Honorary directors (unless elected as full voting members of the Board) shall not be counted in determining a quorum or in determining the number of directors required to vote in favor of, or to consent to, any matter in order for the Board to take any act or make any decision contemplated by these Bylaws or applicable law.

Section 5. *EX-OFFICIO* DIRECTORS. The Board recognizes the need for close connections with Coro alumni and those working on Coro's behalf in various geographic areas of Southern California. Persons serving in the following capacities shall serve as *Ex-officio* directors on the Board during the time they hold such office:

(a) Up to two representatives from the two most recently-graduated Public Affairs Fellows Program classes, who shall be elected by the most-recently graduated classes, to serve one-year terms from July 1 following graduation through the following June 30th.

Ex-officio directors shall have full voting privileges during their term of office, and they shall be counted in determining a quorum and in determining the number of directors required to vote in favor of, or to consent to, any matter in order for the board to take any action or make any decision contemplated by these Bylaws or applicable law. These two *Ex-officio* directors are in addition to the number of directors specified in Article II, Section 3 of these Bylaws.

Section 6. ELECTION AND TERM OF OFFICE.

The term of each director elected pursuant to the following provision of this Section 6 shall be three years, to run from the annual meeting of the board at which such directors are elected until the annual meeting of the board occurring during the third year after his or her election and until his or her successor is elected and qualified. Directors



shall be elected by the then-current Board from a slate of nominees presented by the nominating Committee described in Article II, Section 19 thereof.

(i) Notwithstanding anything to the contrary in the immediately preceding paragraph, in order to ensure that some of the Corporation's directors will be elected at each annual meeting of the Board, the Board may, in its discretion, stagger the director's terms. If staggered board terms are instituted by the board, each director who is a member of that initial staggered board shall be assigned by the Board to one of three Classes, Class I, Class II, or Class III. The terms associated with each of the three classes shall be as follows: Class I. One-year initial term

(ii) Class II. Two-year initial term

(iii) Class III. Three-year initial term

Each initial director may be re-elected to a second three-year term upon conclusion of his/her initial term. Subsequent directors (i.e., those directors who are not directors that are part of the first staggered board) may serve up to two, three-year terms. All directors must rotate off the board for at least one year following election to two successive terms. Past Board members may be re-elected for up to two, three-year terms after rotating off the Board for at least one year.

Section 7. VACANCIES. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chair or Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected to take office when the resignation becomes effective.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, disqualification, resignation or removal of any director, or if the authorized number of directors is increased. All vacancies on the Board may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director elected to fill a vacancy shall hold office until the next annual meeting of the board and until a successor has been selected and qualified.

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 arising under the California Nonprofit Public Benefit Corporation Law or to have violated any other statutory provision relating to his or her performance as a director. In addition, the Board (by a majority vote of the directors then in office) shall be entitled to remove without cause any director.



No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

In the case that a director informs of his or her resignation verbally or informally, the director will be given 4 weeks from the initial notice to formally provide a written notice of resignation. If the resigning director does not provide a formal letter of resignation, the informal verbal or written notice will be acted upon by the Board Chair and Board of Directors and a memorandum to file will serve as the formal resignation. A majority of the directors present is required to accept the resignation of a director.

A nomination report shall be presented to the Board, including a list of candidates to fill a vacancy. Each person nominated by the nominating committee must give his or her approval to being nominated. A director holding office at the time of such nominating committee's report shall have the opportunity to run again for office. Vacancies on the Board may be filled by an individual receiving a majority vote of the Board, or if the number of Directors then in office is less than a quorum, by (i) the unanimous written consent of the remaining Directors; or (ii) a majority vote of the remaining Directors at a duly called meeting of the Board.

Section 8. PLACE OF MEETING. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 9. ANNUAL MEETING. The Board shall hold a regular meeting annually on a date designated by the Chair of the Board based upon Board availability for the purpose of organization, election of directors with respect to any director's terms that will expire in such year, election of officers and the transaction of other business.

Written notice of each annual meeting of the Board shall be given to each director and to each nominee for director, to the extent any are known, at least thirty days before the date of such annual meeting. Such notice shall state the place, date and hour of the meeting and the names of all nominees for director known at the time notice is mailed.

Section 10. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, any Vice Chair, the Secretary or by any two or more directors. Special meetings of the board shall be held upon not less than four days' notice by first-class mail or not less than twenty-four hours' notice given personally or by telephone, telegraph, telex, facsimile transmission, electronic mail, or other similar means of communication. In emergencies, the twenty-four hour notice may be waived.

Section 11. NOTICE. Any notice required by Section 9 or 11 of this Article IV shall be addressed or delivered to each director at such director's address as it is



shown upon the records of the Corporation or as may have been given to the Corporation by the director for purposes of notice or, if such address is not shown in such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 12. QUORUM. A quorum of the board for the transaction of business shall be comprised of at least one-third of the directors then in office for an annual meeting or other regular meeting and a majority of the directors then in office for a special meeting. 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, unless a greater number be required by law, by the Articles of Incorporation or by these Bylaws, except as provided in the next sentence. 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 such meeting.

Section 13. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE. Directors may participate in a meeting through use of conference telephone or similar communication equipment, so long as all directors participating in such meeting can hear one another.

Section 14. WAIVER OF NOTICE. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 15. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.



Section 16. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if two-thirds of all directors then in office shall approve the action via email or other writing. Such consent or consents shall have the same effect as a vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 17. RIGHTS OF INSPECTION. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 18. COMMITTEES. The Board may create one or more committees, including, but not limited to, the following: an Audit Committee, a Strategic Planning Committee, an Executive Committee, a Board Development Committee and an Alumni Committee. The Board may also, from time to time, create ad hoc committees to address particular issues. Each committee shall consist of two or more directors, and may consult with such persons as the committee shall determine, including non-directors. The Board may delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation law requires approval of the members or approval of a majority of all members;
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of committees of the board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (h) The approval of any self-dealing transaction, except to the extent expressly permitted by applicable law;
- (i) The hiring or termination of the Executive Director; and
- (j) The approval of the Corporation's final annual budget



The Executive Committee shall have all of the authority of the board when the Board is not in session except as set forth above.

Any committee of the Board must be created, and the members of the committee appointed, by resolution adopted by a majority vote of the authorized number of directors, provided a quorum is present at such meeting. The Board may appoint, in the same manner, an alternative member of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of such committee.

Section 19. ADVISORS. The Board may, in its discretion, appoint advisors to attend, but not to vote at, Board meetings and to consult with the Board concerning the affairs and activities of the Corporation. Such consultants shall be known as Advisors to the Board.

Section 20. FEES AND COMPENSATION. Directors and Advisors to the Board may receive such reimbursement for expenses, if any, as may be fixed or determined by the Board.

ARTICLE V. Officers

Section 1. OFFICERS. The officers of the Corporation shall be a Chair, one or more Vice chairs, a Secretary and a Treasurer. Members of the Board shall serve in such positions. At the discretion of the Board, the Corporation may also have one or more Assistant Secretaries and one or more Assistant Treasurers and such other officers as may be elected or appointed in accordance with the provisions of Section 4 of this Article V. Any number of offices may be held by the same person except as provided in the Articles of Incorporation or in these Bylaws and except that the Treasurer may not serve concurrently as the Executive Director or the Chair of the Board.

Section 2. OFFICER QUALIFICATIONS. No person who holds a high elective or appointive office in the federal government, in any state government or in any major political or governmental subdivision shall be eligible to serve as an officer. Any person elected to such office during his or her tenure as an officer of the Corporation shall be automatically disqualified as an officer, and his or her office shall be deemed to be vacant. The application of this Section 2 and its interpretation, as to any particular situation, shall be determined by the Board.



Section 3. ELECTION AND TERM OF OFFICE. The officers of the Corporation, except such officers as may be elected or appointed pursuant to Section 4 or 6 of this Article V, shall be chosen annually by, and shall serve at the pleasure of, the Board and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected. The Nominating Committee shall be responsible for presenting the Board with a slate of nominees for such offices.

Section 4. SUBORDINATE OFFICERS. The Board may elect, and may empower the Chair to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 5. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of the Corporation's Chair, Vice Chair, Secretary or Treasurer, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of such removed officer under any contract of employment.

Any officer may resign at any time by giving written notice to the Chair or Secretary of the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. 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 6. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 7. CHAIR OF THE BOARD. The Chair shall, subject to the control of the Board, provide general supervision, direction and control of the business and officers of the Corporation. The Chair shall perform all duties incident to the office, including duties required by law, the Articles of Incorporation, these Bylaws, or the Board. The Chair shall preside at all meetings of the board.

Section 8. VICE CHAIRS. In the absence or disability of the Chair, the Vice Chairs, in order of their rank as fixed by the Board or, if not ranked, the Vice designated by the Board, shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chairs shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.



Section 10. SECRETARY. The Secretary shall keep or cause to be kept, at the principal office of the Corporation in the State of California or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given and the names of those present at Board and committee meetings and proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation in the State of California, the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation, if any, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 11. TREASURER. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the Chair and the directors, whenever they request it, an account of all 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 by the Board.

Section 12. PARLIAMENTARIAN. The Parliamentarian shall enforce these Bylaws at Board meetings. The Corporation's General Counsel or such other director as shall be so designated by the Board shall serve as the Board's parliamentarian.

Section 13. The Corporation may also have, at the discretion of the Board, an Executive Director who may be hired by the Board for the express purpose of filling such office, and who shall not be a Board director. The Executive Director, if one is hired, shall be the chief executive and general manager of the Corporation and shall serve as the primary staff resource to the Chair of the Board and to the Board. The Executive Director shall be assisted by such staff as may be authorized by the Board and shall have full power to select, supervise and remove any members of said staff.

ARTICLE VI. Relationship to Coro National

Section 1. POWERS OF CORO NATIONAL. The Corporation is a separate but subordinate corporation created under the authority of CORO, a California nonprofit



public benefit corporation (“Coro National”). The Corporation and other separately incorporated offices created by Coro National are referred to in this Article VI as “Centers.” Coro National, under the direction of its Board of Governors, shall have the following powers with respect to the Corporation and other Centers, in addition to any other powers provided in the Bylaws of Coro National or any applicable law:

(a) To authorize the use of the name “Coro” and all variations thereof and logos relating thereto;

(b) To develop, establish and revise from time to time goals, policies, procedures and minimum program standards (including, without limitation, a tuition/stipend policy applicable to the Fellows Program) applicable to Coro National and each Center and to all national and local programs;

(c) To develop, establish and revise from time to time minimum financial requirements applicable to each Center;

(d) To assess a franchise fee with respect to the establishment of each Center and to assess annual contributions from each Center to be used by Coro National, provided that such assessments must be based upon the same percentage of each Center’s annual revenues, such percentage to be determined and revised by Coro National from time to time;

(e) To conduct periodic reviews of each Center’s operations, books and records;

(f) To develop, establish and revise from time to time job descriptions and personnel and staff orientation guidelines;

(g) To develop, establish and revise from time to time standards for Coro periodic reports, national brochures and other publications for use in recruitment, alumni relations and other areas regarding national programs;

(h) To develop, establish and revise from time to time national funding resources independent of the funding resources employed by the Centers;

(i) To coordinate relationships among the various Centers and between Coro National and the Centers including, without limitation, fund-raising activities and the establishment of a uniform accounting system; and

(j) To resolve, by the issuance of binding, nonappealable determinations and orders, disputes between two or more Centers and between Coro National and one or more Centers.



Section 2. POWERS AND DUTIES OF THE CORPORATION. The Corporation shall not have any of the powers reserved to Coro National pursuant to Article IV, Section 1 of these Bylaws or Article IV, Section 2 of the Bylaws of Coro National or that conflict with any of the policies and procedures promulgated by, or actions taken by, Coro National pursuant to its Bylaws. Subject to the foregoing, the Corporation shall have the powers and duties described in these Bylaws and provided by applicable law and, in particular, the Corporation shall have the following powers and duties with respect to Coro National:

- (a) To elect members to the Board of Governors of Coro National upon the terms and conditions described in the Bylaws of Coro National;
- (b) To assist Coro National in the development and establishment of national programs and to develop, establish and revise from time to time local programs to be funded and administered by the Corporation;
- (c) To develop and conduct fund-raising activities for the support of the Corporation's local programs;
- (d) To develop, establish and revise from time to time standards for brochures and other publications to be used in connection with local programs; and
- (e) To provide Coro National with recommendations regarding the development and implementation of the various powers reserved to Coro National.

Section 3. ENFORCEMENT. In order to ensure and enforce the relationship between the Corporation and Coro National described in this Article VI:

- (a) The Corporation shall not adopt, amend or repeal its Articles of Incorporation or these Bylaws without first obtaining the written approval of Coro National;
- (b) Coro National, upon a determination that the Corporation has failed to make any required contribution to Coro National or has otherwise failed to comply in any material respect with any duty imposed upon it pursuant to the Bylaws of Coro National, may revoke the right of the Corporation to use the Coro name, suspend or terminate the Corporation's affiliation with Coro National, suspend or revoke the Corporation's charter or cause the Corporation to be liquidated and dissolved and its assets distributed to Coro National, provided that no such action may be taken without the affirmative vote of at least two-thirds of Coro National's governors then in office who were not elected by the Corporation; and



(c) The Corporation shall comply with all applicable provisions of Article IV of the Bylaws of Coro National regarding the powers and duties of the Corporation and the relationship between the Corporation and Coro National.

Section 4. POWERS AND DUTIES OF BRANCH OFFICES. Branch Offices shall be divisions of the corporation and shall not constitute separate legal entities having any power or authority independent from that of the Corporation. The Corporation shall have full and absolute power and authority over each Branch Office, including, without limitation, the power and authority to determine the purpose, activities, policies, procedures, staffing, budget and organization of each Branch Office.

ARTICLE VII. Other Provisions

Section 1. LOCATION OF ARTICLES AND BYLAWS. The Corporation shall keep in its principal office the original or a certified copy of the Articles of Incorporation and these Bylaws, as amended to date.

Section 2. ENDORSEMENT OF DOCUMENTS; CONTRACTS. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by (a) any one of the following officers: the Chair, any Vice Chair or the Executive Director and (b) any one of the following officers: the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no other such person 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 for any purpose or amount.

Section 3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The Chair or any other officer or officers authorized by the Board of the Chair are each authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 4. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the



California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 5. AMENDMENTS. These Bylaws may be amended or repealed only by the vote of at least two-thirds of the directors then in office, provided that these Bylaws may not be amended or repealed without the prior written approval of Coro National.

Section 6. MEMBERS OF THE CORPORATION. There shall be no members of the Corporation.

ARTICLE VIII. Indemnification by Corporation of Governors, Directors, Officers, Employees, and Other Agents

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, the Corporation shall indemnify its Governors, Directors, officers, employees, and other persons described in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law, 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 that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law.

On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law, the Board of Directors shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law has been met and, if so, the Board of Directors shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this Article VIII in defending any proceeding covered by this Article VIII shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation 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 Corporation for those expenses.

Section 2. INSURANCE. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent in his or her capacity as an agent 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 this Article VIII.

Section 3. CONTRACTS WITH DIRECTORS AND OFFICERS. No director of the Corporation nor any other corporation, firm, association, or other entity in which one or more of the Corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Corporation, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.