

# **Bylaws of STORYTELLERS OF SAN DIEGO a California Public Benefit Corporation**

## **ARTICLE I**

### **ORGANIZATION**

#### SECTION 1. NAME

The name of the *Corporation* is the STORYTELLERS OF SAN DIEGO, hereafter referred to as the "*Corporation*" or "SSD" The *Corporation* is a nonprofit, *public benefit Corporation* in accordance with California State law.

#### SECTION 2. PRINCIPAL OFFICE

The principal office of the *Corporation* for the transaction of its business is located in San Diego County, California. The principal office of the *Corporation* shall be fixed and located at the address of the President of the *Corporation*.

#### SECTION 3. CHANGE OF ADDRESS

The county of the *corporation's* principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

\_ Dated: \_  
\_ Dated: \_  
\_ Dated: \_

## **ARTICLE 2**

### **PURPOSES**

#### SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of the *Corporation* shall be:

1. To increase awareness of and appreciation for storytelling as an art form in a variety of settings: entertainment venues, educational institutions, health care facilities, community organizations, non-profit organizations and for profit businesses.
2. To provide opportunities for participation in storytelling for all children and adults, from beginners to professionals, through classes, workshops, story swaps, concerts and storytelling festivals.
3. To encourage the use of storytelling to bring together diverse populations in the community and promote cross-cultural understanding.
4. To serve as a source of information on the art of storytelling and storytelling events in the San Diego area.

## **ARTICLE 3**

## DIRECTORS

### SECTION 1. NUMBER

The *Corporation* shall initially have nine directors and collectively they shall be known as the Board of Directors of Storytellers of San Diego. The number of directors may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

### SECTION 2. POWERS

*Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation,*

the activities and affairs of this *Corporation* shall be conducted and all *Corporation* powers shall be exercised by or under the direction of the Board of Directors of Storytellers of San Diego

### SECTION 3. DUTIES

It shall be the duty of the board members to:

- (a) Perform any and all duties imposed on them collectively or individually by law, or by these bylaws;
- (b) Appoint 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, agents, and employees of the *Corporation*
- (c) Supervise all officers, agents, and employees of the *Corporation* to assure that their duties are performed properly;
- (d) Approve and monitor the *Corporation's* budget and fiscal practices, including the receipt of grants and donations;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their email addresses with the secretary of the *Corporation* and notices of meetings emailed them at such addresses shall be valid notice thereof.

### SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies. There is no limit to the number of terms a director may serve the *Corporation*.

*Corporation* directors will be elected by a majority vote of the storytelling enthusiasts present at the annual general meeting. There is no provision for proxy votes. A nomination process will be used to prepare a slate of candidates

for the *Corporation's* board of directors.

## SECTION 5. NOMINATION PROCESS

Thirty days prior to the annual general meeting, the board of directors will appoint a three person nominating committee. No current board member may be a member of the nominating committee.

The nominating committee will prepare a slate of candidates to be elected directors in accordance with these bylaws. Board member candidates must submit a written resume outlining the skills and qualifications to serve on the board of directors fifteen days prior to the annual general meeting. The nominating committee will post the slate of candidates 72 hours prior to the annual general meeting.

## SECTION 6. COMPENSATION

Board members shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

Board members may not be compensated for rendering services to the *Corporation* in any capacity other than as a board member unless such other compensation is reasonable and is for storytelling at Corporation sponsored events. Any payments to board members shall be approved in advance in accordance with the *Corporation's* conflict of interest policy, as set forth in Article 7 of these bylaws.

## SECTION 7. RESTRICTIONS REGARDING INTERESTED BOARD MEMBERS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this section, "interested persons" means either:

(a) Any person currently being compensated by the *Corporation* for services rendered it within the previous twelve (12) months, whether as an employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a board member as a board member as described in section 6 of this Article.

or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## SECTION 8. 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 the State of California, which has been designated from time to time by resolution of the board of directors.

Any meeting, regular or special, may be held by conference via telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all board members participating in the meeting are able to hear one

another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each board member participating in the meeting can communicate with all of the other board members concurrently;
  
- b) Each board member 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 board members of the Corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by board members.

#### SECTION 9. REGULAR AND ANNUAL MEETINGS

*Four* regular meetings of the Board of Directors of Storytellers of San Diego shall be held during the calendar year. The board of directors will determine the calendar of meetings. At least 72 hours before a regular meeting, the Secretary of the Corporation, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

An annual meeting shall be held in *February* of each year to elect board *members* for the *Corporation* in accordance with Sections 4 and 5 of this Article.

#### SECTION 10. SPECIAL MEETINGS

Special meetings of the board of directors may be called by the Chairperson of the Board, *the President of the Corporation*, the secretary of the Corporation, or by any two board members, and such meetings shall be held at the place and time designated by the person or persons calling the meeting.

#### SECTION 11. NOTICE OF SPECIAL MEETINGS

Special meetings of the board of directors may be held only after twenty-four (24) hours notice is given to each board member via mail, email or telephone, and to the public through the posting of an agenda.

The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the *Corporation*, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

#### SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the board of directors. Except as otherwise provided in these bylaws no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion, which the Chairperson of the Board shall entertain at such meeting is a motion to adjourn.

The board members 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 board members from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting.

#### SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the board of directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the bylaws of this corporation, or provisions of the California Nonprofit Public

Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of board members (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

#### SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the *Chairperson of the Board, or, in his or her absence, by the President of the Corporation. The Secretary of the Corporation shall act as secretary of all meetings of the board.* In the absence of the Secretary, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, or with provisions of law.

#### SECTION 15. VACANCIES

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a board member 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 under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any board member may resign effective upon giving written notice to the Chairperson of the Board, or the Secretary of Corporation, unless the notice specifies a later time for the effectiveness of such resignation.

Vacancies on the board may be filled by approval of the board or, if the number of board members then in office is less than a quorum, by (1) the unanimous written consent of the board members then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 10 of this Article, or (3) a sole remaining board member.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

#### SECTION 16. REMOVAL OF BOARD MEMBERS

Any board member may be removed, with or without cause, by the vote of the majority of the members of the entire board of directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of removal is a specified agenda item. Any vacancy caused by the removal of a board member shall be filled as provided in Section 15 of this Article.

#### SECTION 17. CREATION OF POWERS OF COMMITTEES

The board of directors, by resolution adopted by a majority of the board members then in office, may create one or more committees, each consisting of one or more voting board members, to serve at the pleasure of the board. Appointments to committees of the board of directors shall be by majority vote of the authorized number of board members. Any such committee shall have all the authority of the board, to the extent provided in the board of directors' resolution, except that no committee may:

- a. Fill vacancies on the board of directors or any committee of the board;
- b. Fix compensation of the board members for serving on the board of directors or on any committee;
- c. Amend or repeal bylaws or adopt new bylaws for the *Corporation*;
- d. Amend or repeal any resolution of the board of directors that by its expressed terms is not so amendable or subject to repeal;
- e. Create any other committees of the board of directors or appoint the members of committees of the board;
- f. Approve any contract or transaction to which the *Corporation* is a party and in which one or more of its board members has a material financial interest.

#### SECTION 18. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees of the board of directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, and other applicable board of directors' actions except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board of directors' resolution or, if none, by resolution of the committee.

Minutes of each meeting shall be kept and shall be filed with the *Corporation* records. The board of directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board of directors has not adopted rules, the committee may do so.

#### SECTION 19. NON LIABILITY OF BOARD MEMBERS

The members of the Board of Directors of Storytellers of San Diego shall not be personally liable for the debts, liabilities, or other obligations of *Corporation*.

#### SECTION 20. INDEMNIFICATION

To the fullest extent permitted by law, this *Corporation* shall indemnify its board members, employees, and other persons described in Corporations Code Section 5238(a), 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 that section of the Corporations Code.

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

#### SECTION 21. INSURANCE

This *Corporation* shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its board members, employees, and other agents, to cover any liability asserted against or incurred by any board member, employee, or agent in such capacity or arising from the board members, employee's, or agent's status as such.

### ARTICLE 4

#### OFFICERS

##### SECTION 1. NUMBER OF OFFICERS

*The officers of the Corporation shall be a president, a secretary, and a chief financial officer who shall be designated the treasurer. The Corporation may also have, as determined by the board of directors, a chairperson of the board, one or more vice presidents, or other officers. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.*

##### SECTION 2. QUALIFICATIONS, ELECTION, AND TERM OF OFFICE

*Any person may serve as an officer of this Corporation. Officers shall be selected by the board of directors, at any time, and each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.*

##### SECTION 3. REMOVAL AND RESIGNATION

*Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the*

*Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.*

#### SECTION 4. VACANCIES

*Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy.*

#### SECTION 5. DUTIES OF THE 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. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors.

#### SECTION 6. DUTIES OF VICE PRESIDENT

*In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.*

#### SECTION 7. DUTIES OF SECRETARY

The Secretary shall keep or cause to be kept, at the *Corporation's* principal office or such other place as the board of directors may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, or special and, if special, how authorized; the notice given; and the names of the board members present at board of directors and committee meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the bylaws, as amended to date, and any documents issued to the *Corporation* by the State of California or the United States Federal Government.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board of directors that these bylaws require to be given. The Secretary shall have such other powers and perform such other duties as the board of directors or the bylaws may require

#### SECTION 8. DUTIES OF TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the members and board of directors such financial statements and reports as are required to be given by law, by these

bylaws, or by the board. The books of account shall be open to inspection by any board member at all reasonable times.

The Treasurer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the *Corporation* with such depositories as the board of directors may designate; (b) disburse the *Corporation's* funds as the board of directors may order; (c) render to the *Chairperson* of the Board, if any, and the board, when requested, an account of all transactions as Treasurer and of the financial condition of the *Corporation*; and (d) have such other powers and perform such other duties as the board, contract, job specification, or the bylaws may require.

If required by the board, the Treasurer shall give the *Corporation* a bond in the amount and with the surety or sureties specified by the board of directors for faithful performance of the duties of the office and for restoration to the *Corporation* of all of its books, papers, vouchers, money, and other property of every kind in the possession of the Treasurer.

#### SECTION 9. COMPENSATION

*Officers serve the Corporation without a salary. Officers may receive compensation for performance in storytelling events sponsored by the Corporation, and no officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a director of the Corporation, provided, however, that such compensation shall only be allowed if permitted under the provisions of Article 3, Section 6, of these bylaws. All officer compensation shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article 7 of these bylaws.*

### ARTICLE 5

#### EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

##### SECTION 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, 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 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 signed by the Treasurer and countersigned by the President of the Corporation.**

##### SECTION 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 4. GIFTS

The Board of directors may accept on behalf of the Corporation any contribution, gift, grant, bequest, or device for the charitable or public purposes of this *Corporation*.

## ARTICLE 6

### **CORPORATE RECORDS, AND REPORTS**

#### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

As prescribed in the duties of the Treasurer and Secretary to the *Corporation* in Article 4, Sections 7 & 8, *Corporation* records will be maintained in accordance with applicable laws and these bylaws.

#### SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every member of the board of directors shall have the right at any reasonable time to inspect the *Corporation* books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. An inspection may be made in person or by the board member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law pertaining to access to books, records, and documents.

#### SECTION 3. ANNUAL REPORT

The board of directors shall cause an annual report to be sent to the board of directors within 60 days after the end of the *Corporation's* fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the *Corporation* as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The *Corporation's* revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The *Corporation* expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the board of directors that such statements were prepared without audit from the *Corporation* books and records.

## ARTICLE 7

### **CONFLICT OF INTEREST POLICIES**

## SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this *Corporation* interest

when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the *Corporation* or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. The Corporation will comply with Government Code 1090. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## SECTION 2. CONTRACTS WITH DIRECTORS

The *Corporation* shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this *Corporation's* directors are directors or have a material financial interest) unless all of the following apply:

- a. The Director with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the board of director's meeting minutes.
- b. The Director with a material financial interest in the proposed contract or transaction

recuses himself/herself from any participation whatsoever in the proposed contract or transaction (i.e., the interested director who recuses himself/herself shall refrain from voting on the matter and shall leave the room during board discussion and when the final vote is taken).

- c. Such contract or transaction is authorized in good faith by a majority of the board of directors by a vote sufficient for that purpose.
- d. Before authorizing or approving the transaction, the board of directors 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.
- e. The *Corporation* for its own benefit enters into the transaction, which is fair and reasonable to the *Corporation* at the time the transaction was entered into. This Section does not apply to a transaction that is part of an educational or charitable program of this

*Corporation* if it (i.) is approved or authorized by the *Corporation's* board of directors in good faith and without unjustified favoritism and (ii.) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

## SECTION 3. LOANS TO DIRECTORS AND OFFICERS

This *Corporation* shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the *Corporation* may advance money to a director or officer of the

*Corporation* for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement.

## SECTION 4. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

### (a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

### (b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### (c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the board or committee shall determine whether the *Corporation* can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the *Corporation* best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### (d) Violations of the Conflicts of Interest Policy.

If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. Minutes of all meetings related to a violation of conflict of interest shall include the names of those present and a summary of discussion and resolution.

## SECTION 5. ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with board delegated powers shall annually sign a statement which affirms such 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 charitable and in order to obtain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## ARTICLE 8

### FISCAL YEAR OF THE CORPORATION

The fiscal year of the *Corporation* shall begin on the first day of January and end on December 31st of each year

## ARTICLE 9

### DISSOLUTION

#### SECTION 1. DECISION TO DISSOLVE

The *Corporation* may be dissolved at a meeting of the board of directors upon the adoption of a resolution to dissolve by a two-thirds (2/3) vote of all board members. The resolution to dissolve must be an agenda action item.

#### SECTION 2. PAYMENT OF LIABILITIES AND DISTRIBUTION OF ASSETS

Upon dissolution, all liabilities and obligations of the *Corporation* shall be paid, satisfied and discharged, or adequate provision made therefore, and any remaining assets shall be liquidated and distributed to a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable, scientific or educational purposes for the benefit storytelling in California and that has established its tax exempt status. The specific organization or organizations shall be chosen by the board of directors at the time of dissolution.

## ARTICLE 10

### AMENDMENT

The board of directors may adopt, amend, or repeal any of these bylaws by a two-thirds majority of the directors present at a meeting duly held at which a quorum is present. All proposed changes to the bylaws must be an agenda action item.

#### WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the minutes of the organizational meeting **dated February 12th, 2013** of Storytellers of San Diego, a *California public benefit Corporation*, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of **fourteen pages** as the bylaws of this *Corporation*

Dated:

James Dieckmann, Director

Amy Geddes, Director

Lindsay Hanlon, Director

Marilyn McPhie, Director

Li-Anne Rowswell Mufson, Director

Dave Watters, Director

Carolyn Funes, Director

Merryl Goldberg, Director

Carolyn Ayres, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the Corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said Corporation on the date set forth below.

Dated:

—

Li-Anne Rowswell Mufson, Secretary