



**AMENDED AND RESTATED BYLAWS OF THE CALIFORNIA PARTNERSHIP TO END  
DOMESTIC VIOLENCE, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

As amended by vote of the Board on June 25, 2018

**Selected Excerpts Regarding:  
Voting Rights & Board Elections**

**5.05 Voting Rights and Procedures:** Members shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the Corporation's assets, on any merger as to which the Corporation is a party and the principal terms of such merger, on any election to dissolve the Corporation and on any other matter properly submitted to a vote of the Members. In addition, Members shall have all rights afforded members under the Code.

- a. Each Primary Purpose Domestic Violence (Level I) Member shall have ten (10) votes to be cast in a block by its designated and duly authorized representative on all matters submitted to a vote of the Members.
- b. Each Ally (Level II) Member shall have four (4) votes to be cast in a block by its designated and duly authorized representative on all matters submitted to a vote of the Members.
- c. Each individual (Level III) Member shall have one (1) vote on all matters submitted to a vote of the Members.
- d. Any Member who is authorized to vote in more than one level may vote in such Member's capacity in each applicable level.
- e. Voting by mail, facsimile, electronic mail, or online on matters submitted to the vote of the Members may be authorized by the Board in specific instances. When voting by mail, facsimile, electronic mail, or online is authorized by the Board on matters not brought before a meeting of the Members, Members holding at least one-third of the voting power must affirmatively cast their vote in order for such vote to be valid.
- f. In order for any Member to be eligible to vote, such Member shall have been a Member in good standing for at least thirty (30) days prior to the date of any vote.

**6.01. Annual Meeting:** An annual meeting of the Members shall be held each year at such date and hour as determined by the Board for the transaction of any business as may come before the meeting, including the election of directors to the Board.

**6.05. Authority for Electronic Meetings:** If authorized by the Board in its sole discretion, and subject to the requirements of consent in Section 20(b) of the Code and guidelines and procedures the Board may adopt from time to time, Members not physically present in person at a meeting of Members may, by electronic transmission by and to the Corporation or by electronic video screen communication, participate in a meeting of Members, be deemed present in person, and vote at a meeting of Members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication, subject to the requirements of these Bylaws.

**6.06. Requirements for Electronic Meetings:** A meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication if (i) the Corporation implements reasonable measures to provide Members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (ii) in the event any Member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation.

Any request by the Corporation to a Member pursuant to Section 20(b) of the Code for consent to conduct a meeting of Members by electronic transmission by and to the Corporation shall include a notice that absent consent of the Member pursuant to Section 20(b) of the Code, the meeting shall be held at a physical location in accordance with Section 6.04 of these Bylaws.

**6.07. Notice of Meetings:** Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given by personal delivery, by electronic transmission by the Corporation, or by mail not less than 10 nor more than 90 days before the date of the meeting to each Member to whom, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered or certified mail, that notice shall be given not less than 20 days before the meeting.

Subject to Section 5511(f) of the Code, the notice shall state the place, date and time of the meeting, the means of electronic communication by and to the Corporation (as defined in Sections 20 and 21 of the Code) or electronic video screen communication, if any, by which Members may participate in the meeting and:

a. In the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; and

b. In the case of the regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the Members, but any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to Members.

**6.10. Electronic Transmission by the Corporation to the Members:** Any communication delivered by electronic transmission by the Corporation to the Members shall be valid only if such communication:

a. Is delivered by: (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (ii) posting on an electronic message board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it or (iii) other means of electronic communication;

b. Is sent to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

c. Creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing, an electronic transmission by the Corporation to a Member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to: (i) any right of the recipient to have the record provided or made available on paper in non-electronic form; (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation; and (iii) the procedures the recipient must use to withdraw consent.

Notice shall not be given by electronic transmission by the Corporation after either of the following: (i) the Corporation is unable to deliver two consecutive notices to the Member by that means; or (ii) the inability so to deliver the notices to the Member becomes known to the secretary, any assistant secretary, the transfer agent, or other person responsible for the giving of the notice.

**6.11. Electronic Transmission by the Members to the Corporation:** Any communication delivered by electronic transmission by the Members to the Corporation shall be valid only if such communication is delivered by:

- a. Facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Corporation has provided from time to time to Members for sending communications to the Corporation;
- b. Posting on an electronic message board or network that the Corporation has designated for such communications, which transmission shall be validly delivered upon the posting; or
- c. Other means of electronic communication designated by the Corporation for such communications.

Notwithstanding the foregoing, an electronic transmission by a Member to the Corporation is not authorized unless, in addition to satisfying the requirements of this section, (i) the Corporation has placed in effect reasonable measures to verify that the sender is the Member purporting to send the transmission, and (ii) such electronic transmission creates a record that is capable of retention, retrieval and review, and may thereafter be rendered into clearly legible tangible form.

**6.12. Quorum:** One-third of the voting power as of the record date of the meeting shall constitute a quorum for the transaction of business at any such meeting of the Members.

**6.15. Solicitation of Ballots:** For membership votes by written ballot, the Corporation shall distribute one written ballot to each Member entitled to vote on the matter. The ballot and any related material may be sent by mail or by electronic transmission by the Corporation in accordance with Section 6.10 above. Responses may be returned to the Corporation in person, by mail, by electronic transmission in accordance with Section 6.11 above, or by such other methods as are set forth in these Bylaws. All solicitations of votes by written ballot shall:

- a. State the number of responses needed to meet the quorum requirement;

b. State, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and

c. Specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall: (i) set forth the proposed action; (ii) give the Members an opportunity to specify approval or disapproval of each proposal; and (iii) provide a minimum of fifteen (15) days in which to return the ballot to the Corporation, unless response commitments require a shorter time period as determined by the Board.

If the Corporation has one hundred (100) or more Members, any written ballot distributed to ten (10) or more Members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

**6.16. Approval Requirements:** Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, as set forth in Section 6.08 above; and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

**6.18. Written Ballots are Irrevocable:** A written ballot may not be revoked.

### **7.03. Directors:**

#### a. Regional Representatives

(i) A Board-approved map of the State of California designating the regions to be represented by each Regional Representative shall be on file in the principal office of the Corporation. Each Regional Representative must be an employee and the duly authorized representative of a Primary Purpose Domestic Violence organization (Level I) Member in good standing located within the geographic area of their region.

(ii) Each Regional Representative shall act as the primary leader in supporting and facilitating their designated Regional Network.

(iii) Regional Representatives shall be elected in accordance with procedures developed by the Board. Only registered Members of each Region are eligible to vote for its Regional Representative.

## b. Member-Elected Directors

(i) Member-Elected directors shall be elected by the Members at the Annual Membership Meeting in accordance with Board-approved Nomination and Election Procedures.

(ii) All nominees must be a natural person who is a Member in good standing or the duly authorized representative of an entity Member in good standing, meet the qualifications for the position as established by the Board, and consent to the nomination.

(iii) Nominations for these positions shall be submitted according to Nomination and Election Procedures. The appropriate Board committee shall (A) provide notice to the Members of the meeting at which directors are to be elected in accordance with Section 6.07 and (B) distribute ballots to the Members in accordance with Section 6.10.

(iv) Election of Member-Elected directors shall be by written ballot in accordance with Section 6.15. Members have the option of either submitting their written ballot: (A) by electronic transmission to the Corporation in accordance with Sections 6.11 and 6.15 above, or (B) in person or by proxy at the Annual Membership Meeting. Each Member entitled to vote at the Annual Membership Meeting pursuant to this Section 7.03(b)(iv) shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the secretary of the Corporation. A proxy shall be deemed signed if the Member's name is placed on the proxy by the Member or the Member's attorney-in-fact, whether by manual signature, electronic signature, typewriting or otherwise.

(v) Member-Elected director vacancies will not be filled outside of an election conducted at an Annual Membership Meeting.

## c. Board-Appointed Directors

(i) The Board shall have the right to fill Board-Appointed director positions. The purpose of these seats is to ensure that the Board has the skills and expertise needed to fulfill its governance responsibilities and to represent diverse communities. This will be done in accordance with Board-approved nomination and election procedures specifically developed for these positions.

(ii) Prior to completion of a Board-Appointed director's first term, the Board will affirm, by majority vote, that the rationale for the director's election still

pertains, which will continue the Board-Appointed director for a second term.

(iii) If the rationale for the Board-Appointed director's election no longer pertains, the Board has the option to replace the director in order to address current needs in accordance with the election procedures specifically developed for these positions.

(iv) If the Board-Appointed director is not elected to a second term, such person shall have the option to run for a Member-Elected position if qualified and a seat is open.

(v) Following the completion of a Board-Appointed director's term or resignation, the Board will elect a new director if needed, in accordance with Board-approved nomination and election procedures developed for these positions.