

# POSITIVE IMAGES

## Positive Images Board ByLaws

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## AMENDMENT HISTORY

Original Bylaws approved February 24, 1990

Revised Bylaws approved January 31, 2000

Mission revised 2000 and 2008

Revised Bylaws approved April 15, 2009

Revised Bylaws and Revised Mission approved August 27, 2016

Revised Bylaws and Revised Mission approved August 21, 2019

Mission revised and approved November 5, 2021

Revised Bylaws and Revised Mission approved March 13, 2024

## ARTICLE I

### GENERAL

**Section 1.01 NAME.** The name of the organization/corporation is Positive Images (PI).

**Section 1.02 INCORPORATION.** Positive Images was organized in accordance with Articles of Association dated, and filed with the Internal Revenue Service in August 1990 under the name The Legacy Center. Per the IRS letter dated Jan. 9, 2018, we received a determination letter in Nov. 1995 establishing our 501(c)(3) status under the name Positive Images. PI legally changed our name from “The Legacy Center” to “Positive Images” in 2010. PI adopted Articles of Incorporation which are filed with such Federal and State governmental agencies as is necessary or appropriate.

**Section 1.03 NON-PROFIT STATUS.** PI was organized and operated as a nonprofit public benefit corporation as defined in Section 501(c) (3) of the Internal Revenue Code.

**Section 1.04 OFFICES.** The principal office(s) for the transaction of business is the Positive Images LGBTQIA+ Center, located in Sonoma County, California.

**Section 1.05 OTHER OFFICES.** The organization/corporation may have such other offices as the Board of Directors may determine from time to time.

## ARTICLE II

### MISSION

**Section 2.01 MISSION AND VISION.**

Internally we do not use the structure of mission, but rather community needs and values.

Mission: Positive Images (PI) is an LGBTQIA+ Community Center that provides support to Sonoma County’s LGBTQIA+ population, with an emphasis on identities and individuals at the margins. We provide direct services, advocacy and education.

Vision: We envision a Sonoma County where all LGBTQIA+ people are valued, compassionate community members, building a just and equitable society.

## ARTICLE III

### PROPERTY

**Section 3.01 DISPOSITION.** The property of PI is irrevocably dedicated to charitable, religious or educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and upon its winding up and dissolution, after paying or adequately providing for payment of its debts and obligations, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes within the requirements of Section 214 of the Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. In the event of the dissolution of the corporation, the Board of Directors is charged with directing the disposition of such assets in accordance with the provisions of this section and with a view to the needs of the LGBTQIA+ community.

## ARTICLE IV

### DEFINITIONS

**Section 4.01 PARTICIPATION.** PI defines these roles for participation in the organization:

- A. *Participants:* PI does not have formal memberships, however, youth, transition aged youth (defined as ages 16-25 and abbreviated as TAY) and adults participating in the organization may refer to themselves as “PI members” in PI activities.
- B. *Board Member:* is an individual serving on the Board of Directors, the governing body of the organization.
- C. *Staff:* A staff member is an individual who is hired by the organization to perform services for PI. All staff are paid on an hourly or salary basis in either a full-time or part-time capacity.
- D. *Consultant:* An individual contracted with the organization to provide professional services to PI as an independent contractor.

## ARTICLE V

### DIRECTORS

**Section 5.01 POWERS.** Subject to the provisions of state and federal law, the Articles of Incorporation and these Bylaws, the Board of Directors shall direct the activities and affairs of this corporation. All corporate powers shall be exercised by or under the direction of the Board of Directors.

**Section 5.02 DUTIES.** It shall be the duty of the directors to:

- A. Perform all of the duties imposed on them collectively or individually by law, the Articles of Incorporation, or these Bylaws.
- B. Appoint, evaluate or remove the Executive Director as determined by the Board to be necessary
- C. Supervision of executive officer(s) of the organization.
- D. Oversight of Executive Director of the organization. In the absence of an ED, oversight of staff and consultants.
- E. Review and/or post-approve all expenditures of the organization at board meetings.
- F. Approve an annual budget for the organization.
- G. Monitor the progress of the budget.
- H. Review and approve all activities and events produced by the organization.
- I. Meet regularly to conduct the business of the Board of Directors, no less than eight times per year.

**Section 5.03 CONSTITUTION OF BOARD.** All efforts must be made to recruit and retain board members from the various sectors of the LGBTQIA+ community who represent the cultural and gender diversity in Sonoma County to provide diversity and expertise in various fields relevant to board operations. Suggested composition of the Board of Directors may include but need not be limited to the following: parents of LGBTQIA+ individuals, PI alumni, mental health professionals, accountants, school counselors, attorneys, human resources, media, and/or non-profit management.

**Section 5.04 NUMBER.** PI shall not have fewer than three (3) or more than fifteen (15) directors. The exact number of directors shall be established and may be changed within the limits specified, by resolution duly adopted by the Board of Directors.

**Section 5.05 BOARD PARTICIPATION.** To serve on the PI Board of Directors, individuals may

be:

A. *Elected*: Directors shall be elected by the Board of Directors during a regular or special board meeting at and take office at the next regularly scheduled meeting. Each director shall have one vote for each board vacancy. Positions on the board shall be filled by candidates receiving the largest number of votes, provided, however, that to be elected, a candidate shall receive a majority vote.

B. *Conflict of Interest*: No person shall serve on the Board of Directors who is related to a staff member, consultant, or fellow Board member in any of the following ways: sibling, parent, domestic partner, spouse, in-law

Other relationships beyond those listed above which may constitute a conflict of interest or a perceived conflict of interest due to potential power dynamics (eg: landlord/tenant, employer/employee, etc) must be disclosed to the Board of Directors for consideration.

C. *Recruitment*: A Board Recruitment & Development Committee will be a standing committee of the board, called forth when necessary to fill vacancies. In the absence of a Board Recruitment & Development Committee, the Executive Committee will fulfill the recruitment duties. It will recruit and propose individuals for approval from the full board. Board candidates may be vetted and interviewed by the Board Recruitment & Development Committee before being confirmed by a majority vote of the full board.

**Section 5.06 TERM**. Each director shall hold office for a term of two years and until a successor is elected pursuant to these Bylaws. Terms of office may be staggered so that approximately one-third of the Directors are seated each year. Each Director, including appointments for vacancies, shall hold office until the expiration of their term, barring unforeseen emergency circumstances or removal. No director shall serve more than three consecutive terms, unless the board unanimously votes to extend the director's participation, which should only occur to maintain necessary board function—succession planning efforts should be made to avoid extra term extensions. In the event a Director is removed at a special meeting of the Board called and held as prescribed by these Bylaws, such Director shall hold office until their removal and a successor is elected. Annual election of officer roles shall take place prior to the end of each fiscal year. When vacancies arise outside of this schedule, interim officers shall be elected. Directors may nominate themselves or another member to serve as an officer. Officers are selected by majority vote of the Board of Directors present at the meeting.

**Section 5.07 QUALIFICATION**. Members of the Board shall be selected with due respect to representing the diversity of Sonoma County (with regard to factors including but not limited to: age, sexual orientation, gender identity, profession, ethnicity, and area of interest).

**Section 5.08 COMPENSATION**. Directors shall receive no compensation for services as Directors or officers of the Board. The Board may authorize, and officers and members of Board committees may request, reimbursement of actual expenses incurred in the discharge of their duties for the organization.

**Section 5.09 REMOVAL OF DIRECTORS.** Any Director may be removed with or without cause by a vote of two-thirds of Directors in office. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

**Section 5.10 RESIGNATION OF DIRECTOR.** Any Director may resign with written notice to the Chair or the Secretary. The resignation shall go into effect immediately, or if there is another date offered, the Board may elect a successor to take office on the date of the impending vacancy. No Director may resign if their resignation will leave the organization with fewer than three Directors (except on prior notice from the Attorney General of California).

**Section 5.11 VACANCIES ON THE BOARD OF DIRECTORS.**

A. *Causes:* A vacancy or vacancies on the Board of Directors shall exist on the occurrence of any of the following:

1. The death, resignation or removal of any Director;
2. The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared physically or mentally unable to manage their own affairs by order of the Court, convicted of a felony, or found by final order or judgment of any Court to have breached a duty under applicable law pertaining to fiduciary responsibility; or
3. The failure of the Directors at any meeting at which Directors are voted in, to elect the number of Directors required to be selected at that time.

B. *Filling Vacancies.* Vacancies on the Board may be filled by a majority vote of the remaining Directors in office, or by the sole remaining Director. A Director elected to fill a vacancy shall hold office for the unexpired term of the Director they replace. Should an officer resign their position prior to the end of the fiscal year, the Chair shall hold a special election at the next regular meeting of the Board of Directors.

**Section 5.12 MEETINGS.** Meetings of the Board of Directors are not open to the public except by invitation. The Board of Directors shall hold a minimum of one public listening session per year. Meeting agendas shall specify "Closed Session" to indicate any portion of the meeting that is only for voting members of the Board of Directors; the Executive Director and any meeting guests including staff shall not be present at closed session unless invited by the Chair. Topics that may be discussed in closed session are personnel, legal or other matters relating to the corporation's effective and successful operations.

A. *Place of Meetings.* Regular or special meetings of the Board shall be held at any place (physical or digital) which has been designated and noticed to members by prior resolution. Members of the Board may participate through telephone or computer so long as all participating in the meeting can hear and understand one another. Such participation shall constitute personal presence at the meeting.

B. *Time of Regular Meetings.* Regular meetings of the Board shall be held not less than eight times each year, at such dates and times as may be fixed by the Board.

C. Annual Meeting. An annual strategic planning meeting shall be held once per year.

D. Special Meetings. Special meetings of the Board for any purpose may be called by the Chair or Co-Chairs, or by any three Directors.

E. Notice of Meetings. Notice of the time and place of any special meeting shall be given to each Director at least 48 hours in advance by one of the following methods: (a) by telephone or voicemail to the Director personally or (b) e-mail or electronic messaging, including on any digital applications commonly used by the Board. All such notices shall be given or sent to the Director using contact information on file with the organization.

F. Agenda. Regular meeting agendas shall be drafted by members of the executive committee and distributed at least 48 hours before the meeting to all board members. Once distributed, no changes to the agenda may be made unless approved by a majority of directors present in regular open sessions.

G. Conduct of Meetings. If all executive officers are absent at a meeting, a Director selected by Board members present shall preside at the meeting. In absence of a Secretary, the presiding officer shall appoint a minute-taker for that meeting.

I. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place. If a meeting is adjourned to a different time and place, absent board members should be notified of the re-scheduling.

J. Absence. Without giving notice or requesting to be excused, if any Director has failed to attend two consecutive duly noticed Board meetings during a calendar year of the Director's term, then the Board chair may, by majority vote at a duly noticed meeting with a quorum, remove said Director from office. Upon the second missed meeting, a member of the Board Development Committee will contact the absent member to discuss future participation and present a proposal for continued participation, temporary relief of Board responsibilities or exiting the Board.

### **Section 5.13 VOTING.**

A. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Every action or decision made by a Board majority at a duly held meeting with a quorum, shall direct Board action, subject to applicable law of California, including:

1. Creation and appointments of any committee of the Board, and
2. Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of any Director or Directors, though any action taken or decision made must be approved by a majority of the required quorum *for that meeting*.

B. Vote by Proxy If a Board member cannot attend the meeting but wishes to register a vote on an issue or issues, they may vote by proxy through notification to a Board officer or Board member who attends the meeting.

**Section 5.14 ACTION WITHOUT A MEETING.** Any action that the Board is permitted or required to take may be taken without a meeting if all members of the Board consent in writing (including email, text message or other digital communication) to the action. Such written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes and proceedings of the Board. In any action without a meeting, every attempt should be made to contact Board members for their responses within a realistic, set deadline, but failing that, a quorum of the Board will be permitted to take action after the deadline for response has passed.

## ARTICLE VI

### COMMITTEES

**Section 6.01 ESTABLISHMENT OF COMMITTEES AND TASK FORCES.** The Board may, by majority resolution, designate one or more standing committees and/or task forces (temporary, project-oriented meeting groups), with the composition, term of existence and authority determined by the Board; provided that PI Directors shall constitute a majority and leadership of each group. No committee/task force shall have the authority to do any act reserved elsewhere in these Bylaws, or at law, for the full Board, or any act which is in contravention of any law, rule or regulation promulgated by any governmental authority having jurisdiction over the affairs of the organization/corporation. Each committee shall have at least one person designated as the Committee Lead.

**Section 6.02 MEETINGS OF COMMITTEES AND TASK FORCES.** Meetings and actions of committees shall be directed and governed by the provisions of Article V of these Bylaws, concerning meetings, with such changes necessary to substitute committee membership for the Board of Directors and its members.

The time for regular and special meetings of committees may be determined either by resolution of the full Board or by the committee. The majority of a standing committee shall constitute a quorum of that committee for the transaction of business.

**Section 6.03 COMMITTEE MINUTES** Minutes shall be taken by a member of a given committee and provided to Board Secretary to file in our records. Task Force meetings do not require official minute-keeping. Governance of each committee should be consistent with these Bylaws.

## ARTICLE VII

### OFFICERS

**Section 7.01 ELECTION.** Annual election of officer roles shall take place prior to the end of each fiscal year. When vacancies arise outside of this schedule, interim officers shall be elected.

**Section 7.02 TERM.** Each officer shall hold their officer title for a term of one year and until



such officer's successor is duly elected pursuant to section 7.01 of these Bylaws. No Director shall serve more than three consecutive terms in any one office unless unanimously voted upon by the Board. Board members emerita who have served three terms may apply for a board member position if at least one year has passed since their departure. If elected, they are eligible to serve three terms, as any new board member.

**Section 7.03 NUMBER AND TITLES.** There shall be a minimum of three executive officers at all times. The following officer titles exist: Chair, Vice-Chair, Secretary, and Treasurer. At all times, the Board shall have a Chair and at least two of the other positions.

**Section 7.04 REMOVALS AND RESIGNATION.** Any officer may be removed with or without cause by a majority vote of all current Directors, and any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received, or any later time as specified in the notice. Unless otherwise specified, the resignation need not be accepted to be effective.

**Section 7.05 VACANCIES.** A vacancy in any office because of death, resignation or removal shall be filled by the Board of Directors, who shall elect a successor to complete the unexpired term at the next regular or special meeting following notice of resignation or removal.

When vacancies arise outside of this schedule, interim officers shall be elected. Directors may nominate themselves or another member to serve as an officer. Officers are selected by majority vote of the Board of Directors present at the meeting.

**Section 7.06 RESPONSIBILITIES OF EXECUTIVE OFFICERS.**

A. **Chair** shall preside at all meetings of the Board and shall exercise and perform such other powers and duties as may be assigned by the Board. The Chair shall preside at meetings of the Executive Committee. In addition, the Chair may be a voting member ex officio, of each standing committee. Chair and Vice Chair may divide their standing committee assignments.

The Chair is responsible for scheduling meetings of the Board, collaborating with executive officers to develop a meeting agenda, distributing meeting agendas or delegating distribution to all Directors at least 48 hours prior to the meeting, representing the organization at public and private events and signing, on behalf of the Board of Directors, all official correspondence.

B. **Vice-Chair.** If the Chair is absent or unable to perform their responsibilities, the Vice-Chair shall perform all of the duties of the Chair. When so acting, the Vice-Chair shall have all the powers of and shall be subject to all restrictions that apply to the Chair. In addition, the Vice-Chair shall have such other powers and perform such other duties as may be prescribed by the Board. The Vice-Chair shall assist in executive duties of the Board of Directors. The Vice-Chair position may be the chair-elect.

C. **Secretary.** The Secretary shall keep a record of minutes of all meetings, proceedings and actions of the Board and Board committees. The minutes of each meeting shall include the time and place the meeting was held, whether or not the meeting was regular, special or annual, and if special, how it was authorized, the notice given, the names of those present,

and the names of those whose absence was excused. The Secretary shall keep or cause to be kept with PI, a copy of the Articles of Incorporation and Bylaws, as amended to date, showing the effective date of each change. The Secretary is responsible for maintaining all board-related records, including minutes from meetings and committees and forms signed by the board.

**D. Treasurer.** The Treasurer shall keep, or cause to be kept and maintained, adequate and correct accounts of PI properties and fiscal affairs. The Treasurer is responsible for oversight of all financial operations of the organization and works with the Executive Director to report the status of all budgets and funds monthly to the Board of Directors. The Treasurer shall oversee the disbursement of funds as ordered by the Board. When requested, the Treasurer shall work with the Executive Director to render to the Board an accounting of all transactions and financial condition of PI. In the absence of other officers, the Treasurer is responsible for leading Board meetings.

## ARTICLE VIII

### EXECUTIVE DIRECTOR(S)

**Section 8.01 REPORTS TO BOARD.** The Executive Director/Interim Executive Director shall be approved, retained by, and responsible to the Board of Directors.

**Section 8.02 RESPONSIBILITY.** The Executive Director/Interim Executive Director is responsible for the overall administration of the PI programs and operations in accordance with the current job description for their position as approved by the Board of Directors.

## ARTICLE IX

### INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

**Section 9.01 DIRECTOR LIABILITY.** The Board of Directors shall not be personally liable for the debts, liabilities or other obligations of the organization/corporation.

**Section 9.02 INSURANCE.** The Board of Directors shall authorize the purchase and maintenance of Officers and Directors liability insurance on behalf of any agent of the organization/corporation including a Director, officer, agent or employee against any liability (other than for violating provisions of law relating to self-dealing under Section 5233 of the California Non-Profit Public Benefit Corporation Law), asserted against, or incurred by such agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**Section 9.03 INDEMNIFICATION.** The organization shall, to the fullest extent permitted by law, indemnify, save and hold harmless its Directors, officers, staff, volunteers and other persons described in Section 5238(a) of the California Corporations Code, including persons

formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding," as that term is defined and used in that Section, and including an action by, or in the right of, the Corporation, by reason of the fact that such person is or was a person described in that Section. "Expenses" as used in these Bylaws shall have the same meaning as in Section 5238(a) of the California Corporations Code.

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

## ARTICLE X

### RECORDS, REPORTS AND SEAL

**Section 10.01 MINUTES OF MEETINGS.** The organization shall keep at its principal office or digital record, a recording of minutes of all meetings of the Board of Directors, with the time and place of such meetings, whether regular or special, and, if special, how authorized, the notice given, the names of those present and the proceedings thereof.

**Section 10.02 BOOKS OF ACCOUNT.** The organization/corporation shall keep and maintain accurate books and records of accounts on an accrual basis.

**Section 10.03 OTHER RECORDS.** PI shall keep digital copy of (a) a record of the name and address of every Director, (b) the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

**Section 10.04 INSPECTION OF RECORDS BY DIRECTORS.** Every Director shall have the absolute right at any reasonable time to view and inspect the digital records, and the physical properties/records of Positive Images, except those requiring legal confidentiality (e.g. HIPAA, PII, some employee records, etc). Such inspection may be made either in-person or by agent or attorney, and the right of inspection includes the right to make copies.

**Section 10.05 FINANCIAL STATEMENTS.**

A. *Fiscal year.* The fiscal year of PI shall be from July 1 to June 30, or such other period as the Board may designate.

B. *Audit.* Where required by a funding trigger or external agencies, the financial statements of PI shall be audited at least every 24 months by an independent firm or accountant selected by the Executive Director and approved by the Board. The auditor's report shall be filed in the records of the organization/corporation after having been approved and accepted by the Board.

When an audit is not legally required (e.g., when organizational budget is too small to warrant), the organization shall engage with a certified CPA to conduct a financial review of the organization.

**Section 10.06 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS.** Annually, 120 days after the end of the fiscal year, the Treasurer (working with the Executive Director) shall be responsible for sending the Board of Directors a report containing the following information for the fiscal year in appropriate detail: (a) assets and liabilities, including trust funds, as of the end of the fiscal year; (b) the principal changes in the assets and liabilities, including trust and endowment funds; (c) the revenue or receipts of the Corporation for both general and restricted purposes; and (d) any information required by the California Corporations Code.

## ARTICLE XI

### EXECUTION OF CONTRACTS AND GIFTS

**Section 11.01 EXECUTION OF INSTRUMENTS.**

A. The Board of Directors, unless otherwise specified elsewhere in these Bylaws, is authorized to empower the Executive Director or other designated Board Officers to enter into contracts, execute, and deliver any instrument in the name of and on behalf of the organization/corporation.

B. In the absence of such authorization, no employee, volunteer, member, or other agent shall possess the power or authority to bind the organization/corporation by contract or engagement, or to pledge its credit or render it monetarily liable for any purpose or intent.

**Section 11.02 GIFTS.** Any director may accept on behalf of the organization/corporation any contribution, gift, or bequest, or devise for the charitable or public purposes of this organization/corporation, in accordance with Positive Images' internal policies and procedures, which shall include appropriate measures for fraud prevention and financial accountability. Our current policies require that checks and cash received are routed to PI's Director of Development for processing.

## ARTICLE XII

### EFFECTIVE DATE OF BYLAWS

**Section 12.01 EFFECTIVE DATE.** These Bylaws shall become effective immediately upon their adoption unless the Board of Directors specifies that they are to become effective at a later date. These bylaws are subject to all applicable laws to which PI is subject.

## ARTICLE XIII

### AMENDMENT OF BYLAWS

**Section 13.01** Subject to any limitations contained in the PI Articles of Incorporation, these Bylaws may be amended, altered or repealed, and new Bylaws may be adopted by a resolution of the Board of Directors of this organization.

**Section 13.02 ACTION TO ADD OR AMEND.** New Bylaws or amendments to these bylaws may be initiated by action of the Board. Copies of such proposed amendments shall be delivered to all Directors with the notice of the meeting at which the change is to be proposed.

**Section 13.03 APPROVAL.** Proposed new Bylaws or amendments to these bylaws may be approved at any properly convened regular or special meeting of the Board by a two-thirds vote of the Directors present.

## ARTICLE XIV

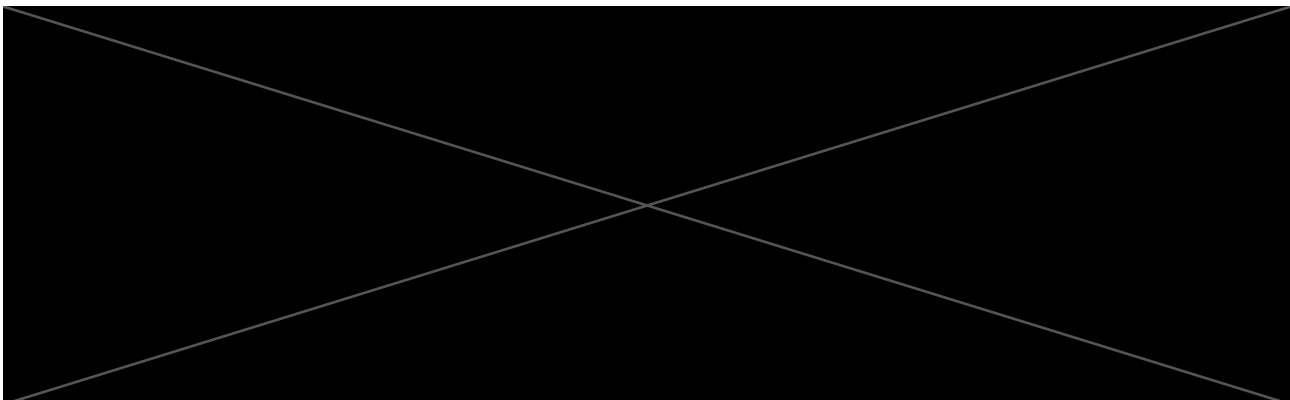
### CERTIFICATION AND INSPECTION OF BYLAWS

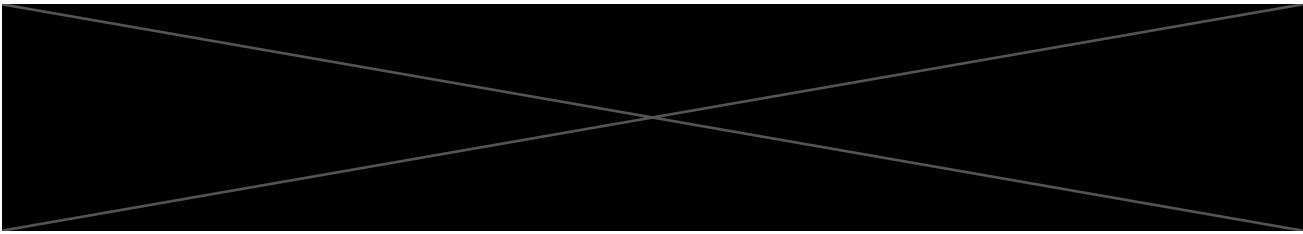
**Section 14.01** The original, or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, shall be recorded and kept as a digital record which shall be accessible to all Directors , and such records shall be open to inspection by the Directors at all reasonable times. The organization also keeps a signed copy of these Bylaws digitally.

### Signatory Consent of Directors Adopting Bylaws

We, the undersigned, are all Directors of this organization known as Positive Images (PI), a California non-profit corporation and, pursuant to the authority granted to the Directors by these Bylaws, do hereby adopt the foregoing document, consisting of 14 pages, as the bylaws of this corporation.

Date:





**Certificate** This is to certify that the foregoing is a true and correct copy of the bylaws of Positive Images that were duly adopted by the Board of Directors of Positive Images on the date below:



Date: 3/13/2024