

BYLAWS
of the
NAPA VALLEY GENEALOGICAL SOCIETY

A California Non-Profit Public Benefit Corporation

Article 1. Name.

Section 1 Corporate Name. The name of this corporation is the Napa Valley Genealogical Society (the “Society” or “corporation”).

Article 2. Office.

Section 1 Principal Office. The location of the principal office for the transaction of the business of the society shall be in the County of Napa, State of California. It is currently located at 1701 Menlo Avenue, Napa, California, in Napa County, California. The Board may at any time change the exact address by board resolution.

Article 3. Purposes

Section 1 Purpose. The specific objects and purposes of this society shall be to fill the need for local access to genealogical and biographical materials and instructions. The primary and general purposes for which this corporation is formed are:

1. To promote interest in genealogical and related historical and biographical research.
2. To provide instruction in research techniques involving evidence proof and documentation stressing accuracy and ethics.
3. To accumulate and preserve manuscripts, documents, records, family histories and other genealogical and biographical holdings through the establishment of a genealogical library.
4. To serve as a medium for sharing knowledge and educational and social activities.
5. To encourage compilation and publication of records, family histories.

Article 4. Limitations

Section 1 The Society has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Society shall not engage in any political activities (including but not limited to the publishing or distribution of statements on behalf of, or in opposition to, any candidate for public office).

Section 2 The Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation. The Society shall be operated as a non-profit corporation under the laws of the State of California, no part of the net earnings or assets of which shall inure to the benefit of any officer, director, or member.

Article 5. Dedication of Assets

Section 1 Irrevocable Dedication of Assets. The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net income or assets of this corporation shall inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article 6. Membership

Section 1 Membership. The Society shall have 2 types of membership: Individual and Institution. "Individual" shall mean only natural persons, including but not limited to a single person or couple. "Institutional" shall include but not be limited to any organization, corporation, or collection of individuals. Within each type, the Board shall fix dues and fees for the following classifications: single, joint, junior, in-state, out-of-state. Any individual or institution interested in the purposes of the Society is eligible for

membership and, upon submission of a written application and payment of dues, shall be admitted to membership.

Section 2 Membership Rights. Each individual member shall have the right to vote on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. A couple shall have 2 votes. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

The Society may refer to persons of the Institutional class as "members," even though those persons or entities are not voting members as set forth above, but no such reference shall constitute anyone as a member within the meaning of Corporations Code section 5056. By amendment of these bylaws, the Society may grant some or all of the rights of a member of the Institutional class to any entity that does not have a right to vote on the matters specified above, but no such entity shall be a member within the meaning of Corporations Code section 5056.

Section 3 Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The board may, in its discretion, set different dues, fees, and assessments for each class.

Section 4 Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 5 Memberships Not Transferable. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution of the corporation.

Article 7. Termination of Membership

Section 1 Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the member;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;

(3) The member's failure to pay dues, fees, or assessments as set by the board within 30 days after they are due and payable;

(4) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(5) Termination of membership under Section 2 following based on the good faith determination by the board that the member has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 2 Termination by Board Action. If grounds appear to exist for terminating a member, the following procedure shall be followed:

(1) The board shall give the member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class to the member's last address as shown on the corporation's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the board.

(3) The board shall decide whether the membership status should be terminated. The decision of the board shall be final.

Article 8. Membership Meetings

Section 1 Annual Meeting. An annual meeting of members shall be held on the third Thursday in January of each year at 1:30 p.m., unless the board fixes another date and time, and so notifies members as provided in these bylaws. At the meeting, officers and other directors shall be elected and other proper business may be transacted.

Section 2 Location of Meetings. Meetings of the members shall be held at any place within Napa County, California designated by the Board.

Section 3 Special Meetings. The board or the president, or 5% or more of the members, may call a special meeting of the members for any lawful purpose at any time.

A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of

the business proposed to be transacted, and addressed to the attention of and submitted to the chair of the board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote under these bylaws, stating that a meeting will be held at a specified time and date fixed by the board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

Section 4 Quorum. Twenty-one (21) members shall constitute a quorum for the transaction of business at any meeting of members.

If, however, the attendance at any meeting of members, whether in person or by proxy, is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given pursuant to these bylaws.

Except as otherwise required by law, the articles, or these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Article 9. Voting

Section 1 Eligibility to Vote. All members in good standing on the record date as determined under these bylaws shall be entitled to vote at any meeting of members. The total number of votes available as of the record date shall be referred to as "the voting power."

Section 2 Manner of Voting. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

Section 3 Number of Votes. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

Section 4 Majority Approval. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by state law or by the articles of incorporation.

Section 5 Waiver of Notice or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 6 Adjournment; Notice. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Article 10. Notice Requirements

Section 1 Written Notice Required. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, pursuant to these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in Section 2 following of these bylaws, any proper matter may be presented at the meeting.

Section 2 Notice of Certain Agenda Items. Action on the following items may not be taken at a membership meeting unless the notice of the meeting includes the specific action item.

- (1) Removal of a director without cause;
- (2) Amendment of the articles of incorporation; or
- (3) Dissolution of the corporation.

Section 3 Notice Requirements. Notice of any membership meeting shall be in writing and shall be given 10-90 days before the meeting date. If notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given at least 20 days before the meeting. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid. The notice shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice.

Section 4 Electronic Notice. Notice given by electronic transmission by the corporation shall be valid only if

- (1) Delivered by facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That 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,

(1) An electronic transmission by this 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 (a) any right of the recipient to have the record provided or made available on paper in non-electronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver 2 consecutive notices to the member by that means or (b) the inability so to deliver the notices to the member becomes known to the secretary or any other person responsible for the giving of the notice.

Article 11. Record Date for Notice, Voting, and Other Actions

Section 1 Record Date Set by Board. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for

(1) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;

(2) Voting at a meeting shall be no more than 60 days before the date of the meeting;

(3) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

(4) Taking any other action shall be no more than 60 days before that action.

Section 2 Record Date for Actions Not Set by Board. If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

Article 12. Members' Proxy Rights

Section 1 Proxies. Each member entitled to vote 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, typewriting, facsimile transmission, or otherwise.

Section 2 Subject Matter of Proxy to Be Stated. Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, in an election of directors, the proxy lists the persons who have been nominated at the time the notice of the vote is given to the members. Such matters include amendments of the articles of incorporation or bylaws changing proxy rights; certain other amendments of the articles of incorporation; removal of directors without cause; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets, unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation.

Section 3 Expiration and Revocability of Proxies. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be 3 years after the date of execution. A validly executed proxy shall continue in full force and effect until either

(1) It is revoked by the member executing it, before the vote is cast under that proxy, (a) by a writing delivered to the corporation stating that the proxy is revoked, or (b) by a subsequent proxy executed by that member and presented to the meeting, or (c) as to any meeting, by that member's personal attendance and voting at the meeting; or

(2) Written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted. A proxy may not be irrevocable.

Article 13. Directors

Section 1 Number and Qualifications. The authorized number of directors of the Society ("directors") shall be not less than 5 or more than 15 and shall include the 4 officers; the exact authorized number shall be fixed within these limits by resolution of the Board.

All directors shall be members in good standing. In addition, a director shall not violate any qualification or requirement for board service that has been adopted by resolution of the Board prior to the commencement of that director's term of office, if that director was notified of such qualification or requirement at the commencement of the director's term of office.

Section 2 Corporate Powers Exercised by Board. Subject to state and any other applicable laws, and any limitations of the articles or these bylaws regarding actions that require approval of the members, the Society's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors ("Board").

Section 3 Terms; Election of Successors. Directors shall be elected at each annual meeting of the Board. At the first Board meeting following adoption of these bylaws, in January 2013, the Directors shall be divided into 3 approximately equal groups and designated by resolution of the Board to have staggered terms of 1, 2, or 3 year terms. Thereafter, the term of office of each Director shall be 3 years and each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 4 Vacancies.

- 4.1. Events Causing Vacancies. A vacancy or vacancies on the Board shall occur in the event of (1) the death, resignation, or removal of any director; (2) whenever the number of authorized Directors is increased; or (3) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.
- 4.2. Removal. The Board may by resolution declare vacant the office of a Director for cause (as defined by California law). Any director who does not attend 3 successive board meetings will automatically be removed from the board without board resolution unless:
- (1) The director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting. If such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present;
 - (2) The director suffers from an illness or disability which prevents the director from attending meetings and the board by resolution waives the automatic removal procedure of this subsection; or
 - (3) The board by resolution of the majority of board members agrees to reinstate the director who has missed 3 meetings.
- 4.3. No Removal on Reduction of Number of Directors. Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.
- 4.4. Resignations. Except as provided below, any director may resign by giving written notice to the president or the secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.
- 4.5. Election to Fill Vacancies. Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then

in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code §5211, or (3) a sole remaining director. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

Section 5 Regular Meetings. Immediately after each annual meeting of members, the board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Section 6 Special Meetings. Special meetings of the board for any purpose may be called at any time by the president, vice president, secretary, or any 2 directors.

Section 7 Notice of Meetings.

7.1. Manner of Giving. Except when the time and place of a regular meeting is set by Board resolution in advance, notice of the time and place of all regular and special meetings shall be given to each director by (1) personal delivery of oral or written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, (4) facsimile, electronic mail, or other electronic means, if the director has consented to accept notices in this manner.

7.2. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

7.3. Notice Contents. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Section 8 Place of Board Meetings. Meetings of the board shall be held at any place within California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the Society.

8.1. Meetings by Telecommunication. Any board meeting may be held by conference telephone or other communications equipment permitted by California law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 9 Quorum and Action of the Board

9.1. Quorum. A majority of Directors then in office (but no fewer than 2 Directors or one-fifth of the authorized number, whichever is greater) shall constitute a quorum for the transaction of any business except adjournment.

9.2. Minimum Vote Requirements for Valid Board Action. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, unless a greater number is required by California law, the Articles, or these bylaws. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

9.3. When a Greater Vote is Required for Valid Board Action. The following actions shall require a vote by a majority of all directors then in office in order to be effective: (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the board (except for advisory committees), (4) removal of a director without cause, and (5) indemnification of directors.

Section 10 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 11 Election of Directors.

11.1. Nominations by Committee. The president shall appoint a committee to nominate qualified candidates for election to the board at least 120 days before the date of any election of directors. The nominating committee shall make its report at least 60 days before the date of the election, or at such other time as the board may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by the committee.

11.2. Floor Nominations. When a meeting is held for the election of directors, any member present at the meeting in person or by proxy may place names in nomination.

Section 12 Fees and Compensation of Directors. The Society shall not pay any compensation to Directors, for their services as directors or officers, but shall reimburse their expenses, as the board may establish by resolution to be just and reasonable to the Society at the time that the resolution is adopted.

Article 14. Creation and Powers of Committees

Section 1 Committees of Directors. The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, including an executive committee, each consisting of 2 or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except as prohibited by California law.

Section 2 Executive Committee. Pursuant to Section 1 preceding, the board may appoint 2 or more directors of the corporation to serve as the executive committee of the board. The executive committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board. However, the executive committee shall not have the authority of the board as to those matters prohibited under California law to be delegated to committees. All actions of the executive committee shall be reported to and ratified by the full board at the next duly scheduled board meeting.

Section 3 Committee Meetings. Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of board committees and the calling of special meetings of board committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

Section 4 Advisory Committees. The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Article 15. Officers

Section 1 Officers. The primary officers of the Society shall be 4: president, vice president, secretary, and treasurer. The Society, at the board's discretion, may also have one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 2 Election of Officers. The 4 primary officers of this corporation shall be elected each year at the annual membership meeting.

Section 3 Removal of Officers. The board may remove any officer with or without cause.

Section 4 Resignation of Officers. 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 at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 5 Vacancies. A vacancy in any office because of death, resignation, disqualification, or any cause other than removal by the Board of Directors may be filled by the Board of Directors, such appointed officer to serve until the next annual membership meeting. A vacancy caused by removal pursuant

to Section 3 above shall be filled in the manner prescribed in these bylaws for normal appointments to that office. However, such vacancies shall be filled as they occur and not on an annual basis.

Section 6 Responsibilities of Officers

- 6.1. President. The President shall preside at all members' meetings and all board meetings, and shall exercise and perform such other powers and duties as the board may assign from time to time, or the bylaws may require.
- 6.2. Vice President. If the president is absent or disabled, the vice presidents, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and duties as the board or the bylaws may require.
- 6.3. Secretary. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include (1) the date, time, and place of each meeting; (2) whether the meeting was annual, general, or special, and, if special, how called; (3) the manner of giving notice and a copy thereof; (4) the names of persons present at board and committee meetings, and the number of members present or represented at members' meetings; (5) the minutes of the meeting; (6) any written waivers of notice, consents to the holding of the meeting or approvals of the minutes thereof; (7) all written consents for action without a meeting; (8) all protests concerning lack of notice; and (9) formal dissents from Board actions.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

6.4. 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 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 director at all reasonable times.

The treasurer shall keep and maintain, or cause to be kept and maintained, at the Society's principal office a copy of its federal tax exemption application and, for 3 years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

The treasurer shall (1) 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 may designate; (2) disburse the corporation's funds as the board may order; (3) render to the president and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation; and (4) have such other powers and perform such other duties as the board or the bylaws may require.

Article 16. Transactions Between the Society and Directors

Section 1 Contracts with Directors. No director of this corporation 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, shall be interested, directly or indirectly, in any contract or transaction with this corporation unless (1) 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; (2) 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; (3) 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 (4) 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.

Article 17. Indemnification of Directors and Officers

Section 1 Insurance. The Board shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

Article 18. Members' Inspection Rights

Section 1 Membership Records. Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(1) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer

must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

Section 2 Accounting Records and Minutes. On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Article 19. Directors' Right to Inspect; Receive Annual Report

Section 1 Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 2 Annual Report. The board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(2) The principal changes in assets and liabilities, including trust funds;

(3) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

(4) The corporation's expenses or disbursements for both general and restricted purposes; and

(5) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year. However, the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing, no matter what amount of gross receipts are received. If the board approves, the corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

Article 20. Amendments

Section 1 These Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board of Directors, unless California law requires membership approval for the bylaw amendment.

Article 21. Construction and Definitions

Section 1 Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Napa Valley Genealogical Society, a California nonprofit public benefit corporation; that these bylaws, consisting of 21 pages, are the bylaws of this corporation as adopted by the membership at its annual meeting on January 17, 2013; and that these bylaws have not been amended or modified since that date.

Executed on January 17, 2013, Napa, California.

Carole L. Fisher, Secretary