

**BYLAWS
OF
VOTEAMERICA, INC.**

**ARTICLE 1.
PRINCIPAL OFFICE**

- 1.1 The principal office of this corporation shall be initially located in the City of San Francisco in the County of San Francisco, California, and thereafter at any other location as may be established by the Board of Directors from time to time.

**ARTICLE 2.
MEMBERSHIP**

- 2.1 Identity of Member. This corporation shall have a single statutory member as defined by California Corporation Code Section 5056. The sole member of this corporation shall be the original incorporator, Debra Anne Cleaver, a woman domiciled as of January 2020 on Grove Street in San Francisco, California (the "Member").
- 2.2 Successor Members. The Member may designate a successor member, who shall become the Member without further corporate action or amendment of these Bylaws, only upon the Member's death, resignation, or incapacity. The Member may name or change the successor member by delivering a written designation to the President or Secretary of the corporation.
- 2.3 Incapacity. The Member's incapacity for purposes of these Bylaws shall be deemed to exist when it has been declared by a court of competent jurisdiction, or when a conservator for such Member has been appointed, or upon execution of a certificate by a physician licensed to practice in the State of California or wherever such Member may then reside, which states the doctor's opinion that such Member is, by reason of advanced age, infirmity, mental or physical illness, or other disability, unable adequately to provide for his or her personal needs or to manage his or her financial affairs. The effective date of such incapacity shall be the date of the decree adjudicating the incapacity, the date of the decree appointing the conservator, or the date of the doctor's certificate, as the case may be.
- 2.4 Actions of Member. All actions of the Member shall be evidenced by a writing signed by the Member and delivered to an officer of this corporation, which shall be filed by the Secretary with the proceedings of the Board.
- 2.5 Non-liability. The Member shall not be liable for the debts, liabilities, or obligations of this corporation by virtue of such membership.
- 2.6 Assessments. Membership in this corporation shall not be assessable.

- 2.7 Transferability of Memberships. Membership in this corporation, or any right arising therefrom, may not be transferred or assigned except as set forth in Section 2.2. Any other attempted transfer shall be void.
- 2.8 Termination of Membership. Membership shall continue until the Member's death, incapacity, or until such time as the Member resigns in a writing delivered to the Secretary or President of this corporation. In that event, if no successor member has been designated and so this corporation shall have no member, all rights of the Member shall vest in this corporation's Board of Directors.

ARTICLE 3. MEMBER RIGHTS

3.1 Voting Rights

- (A) Exclusive to Member. Subject to these Bylaws, the Member shall have the exclusive right to vote, as set forth in these Bylaws, on: the designation of all Directors; the removal of all Directors with or without cause; and filling any vacancy caused by the removal or resignation of a Director; provided that the Board may vote to recommend any of the above actions to the Member.
- (B) Rights of Member to Approve in Addition to Board. The written approval of the Member of this corporation shall be required, in addition to approval by the Board, for any of the following actions to be effective:
- (i) Any amendments to these Bylaws;
 - (ii) Any amendments to the Articles of Incorporation of this corporation;
 - (iii) Any change in the authorized number of directors, whether fixed in the Bylaws or by the Board within a range stated in the Bylaws, or changing the Bylaws from a fixed number of directors to a range or vice versa;
 - (iv) The disposition of all or substantially all of the assets of this corporation; and
 - (v) Any merger of this corporation.
- (C) Approval of Voluntary Dissolution. The voluntary dissolution of this corporation may be approved by the Member of this corporation acting unilaterally, or by the Board and the Member, as provided in the California Nonprofit Public Benefit Law.

- (D) Other Matters. The Member shall have the right to vote on any other matters that may properly be presented to the Member for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

3.2 Member Inspection Rights.

- (A) Articles and Bylaws. This corporation shall keep at its principal office current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by the Member at all reasonable times. If this corporation has no principal office in California, the Secretary shall furnish such copies to the Member on written request therefore.
- (B) Accounting Records; Minutes. On written request, the Member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the Member, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the Member's interests as a Member.
- (C) Membership Records. The right of the Member to have access to the membership records of this corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

- 3.3 Other Rights. In addition to the rights described in these Bylaws, the Member of this corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4. MEMBER MEETINGS AND VOTING

- 4.1 Member Voting. The Member shall have one vote on each matter on which members are entitled to vote.
- 4.2 Member Meetings. There shall be no requirement for a regular or annual meeting of the Member. Unless a special membership meeting is called as provided in Section 4.3, the Member shall meet at such time, date, and place as she or he determines from time to time in order to elect or remove Directors and take any other action as may come before the meeting.
- 4.3 Special Meetings of the Member. Special membership meetings may be called by the Board of Directors, the President, or the Member.
- 4.4 Action by Written Consent. Any action required or permitted to be taken at a meeting, may be taken without a meeting if the Member consents to such action in writing. If action is taken by written consent, the consent shall be filed with the corporate minutes. Written consent shall include electronic mail or facsimile transmitted by a member in compliance with Section 10.5

and Section 10.6 of these Bylaws. The action by written consent shall have the same force and effect as the vote of the Member.

ARTICLE 5. BOARD OF DIRECTORS

- 5.1 Corporate Powers; Exercise by Board. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.
- 5.2 Number of Directors. The number of directors shall be not less than three nor more than five, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors and approval of the Member, as provided in Section 3.1 (B).
- 5.3 Limitations on Interested Persons. At all times, not more than forty-nine percent of the directors of this corporation may be interested persons. An interested person means either:
- (A) any person currently being compensated by this corporation for services rendered to the corporation within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; 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.
- 5.4 Limitations on Member-Affiliated Directors. At all times, not more than a minority of the directors of the corporation shall consist of individuals in any of the following categories:
- (A) 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 the Member; or
 - (B) any current employee of the Member, or individual otherwise compensated by the Member for services rendered to the Member within the previous 12 months; or
 - (C) any individual who owes fiduciary duties to the Member.
- 5.5 Limitations on Director Political Involvement. Any director who declares his or her intent to run for state-wide or federal office, or who accepts a paid position with the campaign of a candidate for state-wide or federal office, or who accepts a paid position with a political party or with any other organization that exists primarily to support or oppose candidates for elected office (including any entity exempt under Section 527 of the Internal Revenue code as a political organization) (each, a "Disallowed Involvement"), shall be deemed to have resigned without

further corporate action, such resignation being effective as of the date of declaration or acceptance of the Disallowed Involvement.

- 5.6 Election and Term of Office of Directors. The President of this corporation shall be an ex-officio Director. All other Directors shall be designated annually by action of the Member for terms of one year, or until their resignation or removal, as provided in Section 5.8. Directors may serve any number of consecutive terms.
- 5.7 Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies among directors shall be filled by the Member for the unexpired portion of the term.
- 5.8 Resignation and Removal of Directors. Resignations shall be effective upon receipt in writing by the President, or Secretary of this corporation, unless a later effective date is specified in the resignation. The Member shall have the exclusive right to remove any director, with or without cause at any time, provided that the Board may recommend to the Member the removal of any director with or without cause at any time.
- 5.9 Annual Board Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the President, or any two directors, and noticed in accordance with Section 5.11.
- 5.10 Special Board Meetings. Special meetings of the Board of Directors may be called by the President, or any two directors, and noticed in accordance with Section 5.11.
- 5.11 Notice Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Section 10.5 and Section 10.6 of these Bylaws.
- 5.12 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides in writing a waiver of notice, a consent to holding the meeting, or an approval of the minutes. 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 meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.
- 5.13 Quorum. A majority of the total number of directors then in office shall constitute a quorum. In no event shall the required quorum be less than one-fifth of the authorized number of directors

or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Section 5.7 (Filling Board Vacancies), Section 5.14 (Taking Action Without a Meeting), Section 6.1 (Appointing Board Committees), Section 8.3 (Approving Self-Dealing Transactions), Section 9.2 (Approving Indemnification), and Section 10.7 (Amendments) of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such a meeting.

- 5.14 Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in a transaction so approved) shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.
- 5.15 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Section 10.5 and Section 10.6, so long as all of the following apply:
- (A) each director participating in the meeting can communicate with all of the other directors concurrently; and
 - (B) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- 5.16 Standard of Care, General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
- (A) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
 - (B) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
 - (C) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (A) or (B) above, as to matters within the committee's designated authority, provided that the director believes such committee

merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8 below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

5.17 Standard of Care, Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in managing and investing this corporation's investments, the Board shall adhere to the standards set forth in Section 5.16 and shall: (A) consider the charitable purposes of this corporation; (B) act in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (C) consider:

- (i) general economic conditions;
- (ii) the possible effect of inflation or deflation;
- (iii) the expected tax consequences, if any, of investment decisions or strategies;
- (iv) the role that each investment or course of action plays within the overall portfolio;
- (v) the expected total return from income and appreciation of investments;
- (vi) this corporation's other resources;
- (vii) the needs of this corporation to make distributions and to preserve capital; and
- (viii) an asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this Section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

- 5.18 Director Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.
- 5.19 Compensation of Directors. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.
- 5.20 Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President (or other individual acting as chief executive officer) and the Treasurer (or other individual acting as chief financial officer), and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such an officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE 6. COMMITTEES

- 6.1 Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:
- (A) approve amendments to the Bylaws of this corporation;
 - (B) approve amendments to the Articles of Incorporation of this corporation;
 - (C) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.
 - (D) set the number of directors within a range specified in these Bylaws;
 - (E) fill vacancies on the Board of Directors or on any Board Committee;
 - (F) fix compensation of directors for serving on the Board or any Board Committee;
 - (G) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

- (H) create any other Board Committees or appoint the members of any Board Committees;
- (I) spend corporate funds to support a nominee for director after there are more nominees than can be elected; or

6.2 Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. On matters requiring Board authority, Advisory Committees shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

6.3 Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 6.1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Section 5.16(C), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

6.4 Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations:

- (A) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee;
- (B) the chair of the Audit Committee may not be a member of the Finance Committee, if any;
- (C) the Audit Committee may not include any member of the staff, including the President (or other individual then serving the role of Chief Executive Officer) and Treasurer (or other individual then serving the role of Chief Financial Officer);
- (D) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and
- (E) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine

whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

6.5 Meetings

- (A) Meetings of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article 5 of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.
- (B) Meetings of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE 7. OFFICERS

- 7.1 Officers. The officers of this corporation shall be a President (or other Chief Executive Officer), a Secretary, and a Treasurer (or other Chief Financial Officer). The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the Secretary or Treasurer may not serve concurrently as the President (or Chair of the Board, should such office be created).
- 7.2 Election. The officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.
- 7.3 Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.
- 7.4 Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

- 7.5 Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.
- 7.6 President. The President shall be the chief executive officer and general manager of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers (except for the Chair of the Board, should such office be created) and employees of this corporation. The President shall have the general powers and duties of management usually vested in the office of president of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President shall also be an ex-officio Board Director, and shall chair Board meetings.
- 7.7 Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Member and the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 7.8 Treasurer. The Treasurer shall be the chief financial officer of this corporation, and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE 8. CERTAIN TRANSACTIONS

- 8.1 Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.
- 8.2 Self-Dealing Transactions. Except as provided in Section 8.3, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.
- 8.3 Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to

this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE 9. INDEMNIFICATION AND INSURANCE

- 9.1 Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.
- 9.2 Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the Member. At that meeting, the Member shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the Member shall authorize indemnification to the extent permitted thereby.
- 9.3 Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that: (a) the requested advances are reasonable in amount under the circumstances; and (b) before any advance is made, the agent will submit a written

undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

- 9.4 Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE 10. MISCELLANEOUS

- 10.1 Fiscal Year. The fiscal year of this corporation shall begin on January 1 and end on December 31.
- 10.2 Contracts, Notes, and Checks. Except as otherwise specifically determined by resolution of the Board of Directors -- or as otherwise required by law -- contracts, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation may only be signed by the President. The President may, at her sole discretion, authorize other staff members to sign contracts, checks, drafts, promissory notes, or orders for the payment of money.
- 10.3 Annual Reports to the Member and Directors
- (A) Financial Report. Unless this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the directors and the Member of this corporation containing the following information:
- (i) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
 - (ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - (iii) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
 - (iv) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and

(v) any information required by Section 10.3 (B) below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Section 10.5 and Section 10.6 of these Bylaws.

If this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the report described above must still be furnished to the Directors, but must only be furnished to the Member if the member requests the report in writing.

(B) Certain Transactions Report. Unless this corporation furnishes the Annual Financial Report required by Section 10.3 (A) above, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to the Member and directors of this corporation containing the following:

- (i) a description of any transaction during the previous fiscal year involving \$50,000 or more between this corporation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and
- (ii) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 that were paid during the fiscal year to any director or officer of this corporation, and that were not approved by the Member of this corporation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

10.4 Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (A) by making them available at this corporation's principal, regional, and district offices during regular business hours and (B) either by mailing a

copy to any person who so requests in person or in writing or by posting them on this corporation's website.

- 10.5 Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (A) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (B) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (C) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.
- 10.6 Electronic Transmissions to the Member. An electronic transmission by this corporation to the Member is valid only if the following requirements have been satisfied:
- (A) the Member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by Section 10.5; and
 - (B) prior to or at the time of consenting, the Member received a clear written statement informing him or her of:
 - (i) any right or option to have the transmissions provided or made available on paper or in non-electronic form;
 - (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from this corporation; and
 - (iii) the procedures the Member must use to withdraw consent.
- 10.7 Amendments. All amendments to this corporation's Bylaws or Articles of Incorporation, irrespective of content, shall require resolution of the Board and the written consent of the Member.
- 10.8 Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Suzanne Metzger, certify that I am presently the duly elected and acting Secretary of VOTEAMERICA, INC., a California nonprofit public benefit corporation, and that the Bylaws, consisting of 16 pages (inclusive of this page), are the Bylaws of this corporation as adopted by Action of Sole Incorporator, on February 21th, 2020.



Suzanne Metzger, Secretary

| | |
|--------------------------------|--|
| TITLE | Bylaws of VoteAmerica - EXECUTED |
| FILE NAME | VoteAmerica Sole ... - FINAL (5).pdf |
| DOCUMENT ID | 2369f40d1c9178cec588c74501b009adf320409e |
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02 / 25 / 2020

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