

Bylaws of
COLLECTIVE COMMUNICATION, INC.
A California Nonprofit Corporation
adopted by CCI Board, November 13, 2012
amended Dec 4, 2014 & further amended June 15, 2016
cosmetic changes as of November 10, 2017
amended October 18, 2018 – add Article VIII, change min age to 18

ARTICLE I. PURPOSE

Mission Statement

Section 1.01. Our mission is to improve communication between communities with different social and political backgrounds, thereby creating a social atmosphere that is more beneficial to all.

ARTICLE II. OFFICES

Principle Office

Section 2.01. The principal office of the Corporation is located at 355 Serrano Dr. Apt 4F, San Francisco, California 94132.

Change of Address

Section 2.02. The Board of Directors shall have the power to change the location of the principal office within California by amending these Bylaws.

ARTICLE III. MEMBERS

Members Prohibited

Section 3.01. The Corporation shall not have members. Any action which would otherwise require approval by the membership shall require only approval by the Board of Directors. All rights which would otherwise vest in the members under the Nonprofit Corporation Law shall vest in the Directors.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Corporation shall have five (5) to seventeen (17) Directors.

Qualifications

Section 4.02. The Directors of the Corporation shall be at least 18 years of age.

Term of Office

Section 4.03. The Directors shall hold office for a term of one (1) year and continue to hold office until a successor has been elected. Directors shall be eligible for re-election so long as they are qualified under Section 4.02.

Nomination

Section 4.04. Any Director may nominate any person qualified under Section 4.02 to be a Director of the Corporation.

Election

Section 4.05. Elections to fill any vacancies or expired terms shall be held at every meeting of the Board attended by a majority of the Directors then in office. Each Director present shall have one vote for each vacancy or expired term to be filled. The candidates having the highest number of votes up to the number of vacancies and expired terms shall be elected.

Removal for Cause

Section 4.06. The Board of Directors may declare vacant the office of a Director if that Director has been declared of unsound mind by final court order or if that Director has been convicted of a felony.

Resignation

Section 4.07. Any Director may resign by giving written notice to the President, the Secretary of the Board of Directors, unless such resignation would leave the Corporation without a duly elected Director.

Vacancies

Section 4.08. Vacancies on the Board of Directors shall exist upon the death, resignation or removal of any Director, or if the number of Directors is increased.

Compensation

Section 4.09. The Directors shall serve without compensation.

ARTICLE V. BOARD MEETINGS

Regular Meetings

Section 5.01. Regular meetings of the Board of Directors shall be held, without notice, once a year on the second Tuesday in December at 7:30 p.m. at the principal office of the Corporation or by conference call. If the day fixed for the regular meeting falls on a legal holiday, the meeting shall be held at the same hour on the next succeeding Tuesday which is not a legal holiday.

Special Meetings

Section 5.02. Special meetings of the Board may be called by any member of the Board. Special meetings shall require seven (7) days notice by first class mail or four (4) day verbal notice.

Quorum

Section 5.03. A majority of the Directors then in office shall constitute a quorum of the Board of Directors for the conduct of all regular business.

Conduct of Meetings

Section 5.04. The President or in the President's absence, any Director selected by the Directors present, shall preside at meetings of the Board. The Secretary or in the secretary's

absence, any Director selected by the Directors present, shall keep minutes of all acts and decisions of the Board. Members of the Board may participate by telephone exactly as if they were present in person so long as all members participating can hear one another.

Regular Business

Section 5.05. All actions and decisions of the Board except elections and adjournment shall be known as regular business. A quorum shall be required to open a meeting for regular business. All regular business approved by a quorum majority or by such greater number as required by law, the Articles of Incorporation or these Bylaws, shall be the act or decision of the Board.

Adjournment

Section 5.06. A majority of the Directors present may adjourn any meeting to another time and place. Notice of the adjourned time and place shall, if possible, be given to all Directors not present.

Action without Meeting

Section 5.07. The Board of Directors may transact any regular business without meeting if all members of the Board consent in writing to such action. Such written consents shall be filed with the minutes.

ARTICLE VI. OFFICERS

Titles

Section 6.01. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers with such titles and duties as the Board finds necessary to enable it to sign instruments. Any number of offices may be held by the same person except that the President shall not also be Secretary.

Appointment

Section 6.02. The officers of the Corporation shall be chosen by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Duties of the President

Section 6.03. The President shall be the chief executive officer of the Corporation and shall have supervision, direction, and control of the affairs of the Corporation, subject to the control of the Board of Directors. The President shall perform all duties incident to the office of President as required by law or prescribed by the Board of Directors. The President shall keep all correspondence of the Corporation in good order, available for inspection by any Director of the Corporation at all times, and available for inspection by any person whatsoever at all reasonable times.

Duties of the Secretary

Section 6.04. The Secretary shall keep the minutes and shall perform all other duties incident to the office of Secretary as required by law or prescribed by the Board of Directors.

Duties of the Treasurer

Section 6.05. The Treasurer shall keep all financial and business related records of the Corporation in good order, available for inspection by any Director of the Corporation at all times, and available for inspection by any person whatsoever at all reasonable times. The Treasurer shall handle all money or property transactions of the Corporation, and shall perform all other duties incident to the office of Chief Financial Officer as required by law or prescribed by the Board of Directors.

ARTICLE VII. BYLAWS

Amendment of Bylaws

Section 7.01. These Bylaws may be amended as a matter of regular business at any meeting of the Board of Directors.

Article VIII ADVISORY COUNCIL

Section 8.01 – Numbers and Terms

- a. An Advisory Council consisting of not more than 10 persons may be appointed by the President subject to approval by the Board of Directors for up to 3-year terms.
- b. The President (or an Officer, as delegated by the President) shall be the liaison for the Advisory Council.
- c. The terms of Advisors may be renewed if their performance merits such extension, subject to a proposal by the President and approval by the Board of Directors.
- d. Advisors may be reviewed periodically and removed before their term is up, by action of the Board.

Section 8.02 – Qualification, Selection, and Appointment

- a. Advisors shall include community leaders and scholars whose wise counsel can benefit and strengthen the Chapter. Past members of the Board will be eligible.
- b. Directors of the Board may recommend well-suited candidates to become Advisors at any time.

Section 8.03 – Expectations and Duties

Advisors should fulfill as many as possible of the following criteria:

- a. Keep informed of and support the Corporation's goals and projects.
- b. Be accessible for occasional consultation regarding the Corporation's operation.

Section 8.04 – Limitations

Advisors shall not have any voting rights.

Advisors shall not be legally or financially responsible for actions or liabilities of the Chapter.