



San Luis Obispo A.L.P.H.A., Inc.

A California Non-Profit Corporation since 1980

BY-LAWS

ARTICLE I

NAME AND PURPOSE

Section 1. The name of this association shall be San Luis Obispo A.L.P.H.A., Incorporated.

Section 2. San Luis Obispo A.L.P.H.A., Incorporated, (hereinafter "ALPHA") is organized for the following purposes:

- A. To develop public awareness information and implement educational programs to promote accurate knowledge on pre-natal development, support healthy pregnancies and build strong families.
- B. To provide individual guidance, emotional support, and practical assistance to women who are pregnant, think they might be pregnant, and families/caregivers who are parenting an infant up to one year old.
- C. To provide case management, resources, and referral assistance to clients.
- D. To raise the funds necessary to provide quality services to clients.

Section 3. ALPHA shall be a non-partisan, non-sectarian, and non-profit organization. ALPHA provides support, practical assistance during pregnancy through a child's first year, and education on pregnancy and early parenting throughout San Luis Obispo County.

Section 4. None of the money or property of ALPHA, nor any income there from, shall be used for or inure to the benefit of any individual member, employees, director, or officer of the organization.

ARTICLE II

NON-PARTISAN ACTIVITIES

ALPHA has been formed under the California Non-Profit Public Benefit Corporation Law for the charitable purposes described above, and it shall be non-profit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office of, for, or against any cause or measure being submitted to the people for a vote. ALPHA shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE III

DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS

The corporate business and affairs of ALPHA shall be governed by the Board of Directors except as may be otherwise provided in these bylaws or the Articles of Incorporation.

Section 1. The Board of Directors shall consist of a minimum of seven (7) persons and maximum of (11) persons. Each immediate past president of ALPHA shall serve as a member of the Board of Directors for a period of one (1) year after the election of a successor. The Board of Directors shall have the authority to add Board membership positions as needed to fulfill the mission statement of the corporation. The Board Members shall serve without compensation. New Board Members shall be appointed or elected per Board Development Policy.

Section 2. Duties of Board Members

The duties of the Board Members shall be:

1. Hire and supervise the Executive Director
2. Conduct an annual performance review of Executive Director
3. Oversee the business/financial functions of ALPHA
4. See that programs meet the ALPHA Mission and Philosophy statements
5. Promote ALPHA in the Community
6. Serve on a Standing Committee

Section 3. Qualifications for Membership on the Board of Directors. The Members of the Board of Directors of the corporation shall be residents of, or work in, San Luis Obispo County and actively participate to provide financial support of ALPHA's scope of services to meet ALPHA's mission. They shall be knowledgeable of ALPHA's core policies and act in support of the philosophy of ALPHA.

Section 4. Conflict of Interest. No Board Member shall vote on any issue that includes a financial or personal conflict of interest, as defined in Article X of these bylaws. No Board Member shall participate in decisions in matters directly relating to members of the Board's immediate family or other close relatives. Each Board Member is required at the beginning of their term and annually thereafter to file a complete list of potential conflicts of interest which can reasonably be anticipated or, if none, a statement must be given that there are none. All such statements shall be kept on file by the Secretary for the Board. In the event that a specific action or transaction involving ALPHA comes before the Board, the action or transaction creates or is likely to create a personal conflict of interest or involve a personal financial interest of any Board Member, it shall be the obligation of the Board Member to make a full disclosure of the conflict or potential conflict to the Board. No person connected to ALPHA shall act for their own personal gain or for the gain of any other agency.

Section 5. Terms of Office. All Board Members shall take office in January and serve for two years with a possibility of renewal.

Section 6. Nomination. Any person qualified to be a Board Member under Article III, Section 3 of these Bylaws may be nominated by the method of nomination authorized by the Board or the Board Development Committee.

Section 7. Removal of Board Members

Section 7(a). Removal for Cause. The Board may declare vacant the office of a Board Member on the occurrence of any of the following events:

- A. The Board Member has been declared of unsound mind by a final order of court; or
- B. The Board Member has been convicted of a felony; or
- C. The Board Member has been found by a final order or judgment of any court to have breached the duties imposed by Section 7238 of the Corporations Code on Directors who perform functions with respect to assets held in charitable trust; or
- D. The Board Member has failed, without cause, to attend three (3) meetings in one year of the Board; or
- E. The Board Member acts contrary to ALPHA'S set purposes, as determined by the discretion of the remaining members of the Board.

Section 7(b). Removal Without Cause. Any or all of the Board Members may be removed without cause if such removal shall be approved by a majority of Members of the Board of Directors pursuant to Section 5033 of the Corporations Code or Section 5034 of the Corporations Code.

Section 8. Resignation of a Board Member. Any Board Member may resign effective on giving written notice to the President, the Secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. A successor may be appointed by the Board by following requirements described in section 9(b) below.

Section 9. Vacancies in the Board

Section 9(a). Causes. Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director or whenever the number of Directors authorized is increased.

Section 9(b). Filling Vacancies of Board Members. Vacancies on the Board of Directors may be filled by approval of the Board of Directors upon recommendation of the Board Development Committee as described in Article V.

ARTICLE IV

ELECTED OFFICERS

Section 1. The officers of ALPHA shall consist of a President, Vice President, Secretary, and Treasurer, and shall serve without compensation. The term of office shall be, but not be limited to, two (2) years. Any person qualified to be a member of the Board of Directors under Article III, Section 3 of these Bylaws may be nominated by the Board as authorized or by any other method authorized by law.

Section 2. Officers presented at the Annual Meeting will take office in January.

Section 3. The officers shall perform the duties and exercise the powers prescribed by the Articles of Incorporation, these by-laws, the parliamentary authority adopted herein and those assigned by the board include but not limited to the following:

President

The President shall be the Chair Person of the Board of Directors and shall, subject to the control of the Executive Committee, the Board of Directors and have general supervision, direction and control of the business of the corporation. He/she shall preside over general Board and Executive Committee meetings and the Annual Meeting and shall decide questions of order and enforce observance of these Bylaws. The President shall perform and have all such powers and duties as may be necessary to carry out the provisions of the majority of the members of the Board of Directors. He/she shall co-sign promissory notes and contracts. He/she shall appoint committees as necessary and shall be an ex-officio member on all council committees.

Vice President

The Vice President shall assist the President in the execution of the duties of the President and shall perform such other duties as directed. In the absence or inability of the President to act, all powers and duties of the office shall be assumed by the Vice President.

Secretary/Staff Liaison

The Secretary shall be responsible for correspondence between ALPHA staff and the Board of Directors. He/she shall work with staff to keep accurate and complete minutes of all meetings of the corporation including oversight of corporate file system. He/she shall work with staff to issue all certificates, notices and documents not otherwise provided for and necessary in the transaction of the corporation business and render such reports as may be required. He/she may appoint a staff member to prepare and mail all correspondence not otherwise specifically provided for and shall keep in safe custody all correspondence and other material received by the corporation.

Treasurer

The Treasurer shall work with ALPHA staff to make sure that true and accurate financial records are kept on behalf to the corporation and that all monies due the corporation are appropriately received and recorded. He/she shall work with staff to guarantee that a financial report of the financial status of the corporation is prepared and presented at each general and executive meeting. The Treasurer shall be responsible for preparing proposed budgets or for causing them to be prepared by appropriately qualified personnel. The Treasurer will sign all checks and co-sign promissory notes and contracts when appropriate and provide oversight for submission of Federal and State financial reports including, but not limited to, Federal Form 990, California Forms 199, and California RRF-1 and ensure submission of Federal and State tax documentation.

If deemed appropriate, the offices of Secretary/Staff Liaison and Treasurer may be combined with the approval of the Board of Directors.

ARTICLE V

STANDING COMMITTEES

Section 1(a). The Board of Directors may establish committees as necessary to attain the purposes of the corporation as set forth in the articles of incorporation and in these bylaws.

Section 1(b). The Board of Directors shall appoint a chairperson for any committee established by the Board, and the members of such committee necessary for the carrying out of the purpose of the committee. The Chairperson of any committee shall be a member of the Board of Directors. Board membership is not required for committee members provided that all other business and affairs of the corporation and all corporate power shall remain under the ultimate direction of the Board of Directors. Each committee shall include at least one non-Board Member with the exception of the Executive Committee.

Section 1(c). Each committee shall remain in existence until dissolved by the Board of Directors.

Executive Committee

Section 2. The Executive Committee of ALPHA shall consist of President, Vice President, Secretary, Treasurer and immediate past President. The administrative authority of ALPHA shall be vested in the Executive Committee in the interim periods between Board of Directors meetings. When necessary during the periods between Board of Directors meetings, the Executive Committee is hereby empowered to expend such funds as are necessary for the purposes of ALPHA as set forth in these bylaws. A quorum shall consist of a majority of Executive Committee members. The Executive Committee shall meet between Board Meetings when emergency decisions need to be made at a time and place designated by the President or a vote of a majority of the Executive Committee. Each member of the Executive Committee shall have one vote at the meeting of the Executive Committee. No voting by proxy shall be allowed at any meeting of the Executive Committee.

Policy & Procedure Committee

Section 3. The purpose of the Policy and Procedure Committee is to review, evaluate and revise ALPHA policies and procedures to ensure all documents are appropriate, meet agency standards and carry out the ALPHA mission. The committee shall consist of a Chairperson representing the Board of Directors, the Executive Director, and a person with significant ALPHA history. The Policy & Procedure Committee shall meet at least once yearly, and more frequently as needed to review existing policies and formulate new policies.

Board Development Committee

Section 4. The purpose of the Board Development Committee is to recommend members for the Board of Directors. The Board Development Committee shall be appointed by the Board of Directors. The Board Development Committee shall assist in filling Board of Director vacancies. The immediate Past President shall be responsible for calling the first meeting and providing the committee needed orientation. The committee shall elect its own chair and perform other functions per the Board Development Policy. The Board Development

Committee shall prepare a slate of officers to be presented at the November Board meeting for election by the Board of Directors at the January meeting, including nominations for Emeritus seats (Article V, Section 8).

Fiscal Committee

Section 5. The purpose of the Fiscal Committee is to maintain accurate financial records and make recommendations to maintain the fiscal solvency of the corporation. The Fiscal Committee shall be chaired by the Treasurer and oversee the fiscal matters of ALPHA. This shall include, but not be limited to budget review, program review, grant requests review and federal reports and fund development.

Public Awareness/Community Relations Committee

Section 6. The purpose of the Public Awareness/ Committee is to provide connections within the community and increase awareness of ALPHA services. The Public Awareness/Community Relations Committee shall be chaired by the Executive Director to promote ALPHA in San Luis Obispo County and oversee designated spokesperson assignments

Fund Development Committee

Section 7. The purpose of the Fund Development Committee is to seek and assist in managing activities to raise the funds necessary to provide quality services to clients. The Fund Development Committee shall work closely with the Executive Director to design and plan a Fund Development calendar and monitor its activities. The committee shall elect its own chair who shall be a member of the Board of Directors.

Emeritus Trustees

Section 8. Emeritus Trustees are esteemed individuals who have been active in ALPHA's past, either as past a Board Member, founder, volunteer or donor. Emeritus Trustees provide institutional knowledge and information about ALPHA's history, help with fundraising events, and serve as a bridge between the varying generations of ALPHA supporters and the ALPHA Board of Directors. Emeritus Trustees are nominated by the Board Development Committee. The Emeritus Trustees are non-voting advisory representatives. Emeritus Trustees are invited to attend Board meetings.

ARTICLE VI

MEETINGS

Section 1. All Board meetings of ALPHA shall be conducted pursuant to Robert's Rules of Order, are open to the public, and may be attended by any interested person.

Section 2. Meetings of the Board may be called by the President, any Executive Committee Member, or any two (2) Board Members. Location of meetings will be announced by email, posted on the ALPHA website and at the ALPHA office to encourage open communication and

participation.

Section 3. Location of Meetings. The location of the Board of Directors meeting will be announced, to all Board Members, the week preceding the meeting and will be posted as described above.

Section 4. Schedule of Regular Meetings. Regular meetings of the Board shall be held monthly, unless the meeting is canceled by consensus of Board Members. A yearly calendar of meetings will be available on the ALPHA website and in agency newsletters. One of the Board meetings shall be the Annual Meeting/Volunteer Recognition Celebration.

Section 4b. The Annual Meeting and Volunteer Recognition Celebration of ALPHA shall be held in January of each year at such time and place as shall be determined by the Board of Directors. All volunteers, stakeholders and donors of ALPHA shall be given written notice of the time, date, and location of the event 4 weeks prior to the meeting. This notice will also include any changes to ALPHA's core policies (Mission, Philosophy, History, Scope of Services), changes in by-laws, as well as the names of incoming Board Members. At such meeting, Board Members shall be presented along with a financial report and reports of the affairs of ALPHA.

Section 5. Special Meetings. Special meetings of the Board may be called by the President, any Executive Committee Member, or any two (2) Board Members. Special meetings shall be held on four (4) days notice by first-class mail or on forty-eight (48) hours notice delivered personally or by telephone or other electronic communication including, but not limited to, facsimile transmission or e-mail. Special meeting notifications will be posted as described in section 2 of this article.

Section 6. Quorum. A majority of current members of the Board of Directors must be present to constitute a quorum and conduct business.

Section 7. Transactions of Board. Except as otherwise provided in the Articles, in these bylaws, or by law, every act or decision done or made by a majority of the Board Members representing a quorum at a duly held meeting shall be considered a legal transaction. Board Members at any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of a Board Member or Members from that meeting, if any action taken is approved by at least a majority of the required quorum for such a meeting, or such greater number as is required by the law, the Articles or these bylaws.

Section 8. Conduct of Meetings. The President or, in his or her absence, the Vice President, or any Board Members selected by the members present, shall preside at meetings of the Board of Directors. The Secretary or, in the Secretary's absence, any person appointed by the presiding officer, shall see to a recording of the meeting minutes. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting. The Executive Director of ALPHA shall attend meetings of the Board of Directors but shall have no vote.

Section 9. Adjournment. A majority of the Board of Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Board Members who were not present at the time of adjournment.

ARTICLE VII

CORPORATE RECORDS AND REPORTS

Section 1. MAINTENANCE AND INSPECTION OF ARTICLES AND BY-LAWS

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Articles and By-Laws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection by the public on the written demand according to the laws governing California State non-profit corporations.

Section 3. INSPECTION BY BOARD MEMBERS

Every Board Member shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Board Member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. ANNUAL REPORT TO THE BOARD OF DIRECTORS

The corporation shall provide to the Board of Directors, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- A. The assets and liabilities including the trust funds, of the corporation as of the end of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C. The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, for the fiscal year.

E. Any information required by California Corporations Code Section 6322.

ARTICLE VIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Corporation Law shall govern the construction of these by-laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE IX

AMENDMENTS

Section 1 New bylaws may be adopted, or these bylaws may be amended or replaced by approval of the Board of Directors. Amendments must be approved by a 2/3 vote of Board of Directors.

ARTICLE X

CONFLICTS OF INTEREST

Section 1. Notwithstanding the powers conferred on the Board in these bylaws, the corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in Section 5233 of the California Nonprofit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of said Section 5233.

Section 2. Unless it is established that the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified, the corporation shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the corporation's directors are directors unless the material facts as to the transaction and the director's common directorship are fully known or disclosed to the Board of Directors. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common director(s).

Section 3. The corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the director's or officer's duties.

Section 4. Any person who was or is a director, officer, employee or other agent of the corporation (collectively "Agents") may be indemnified by the corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the corporation to the full extent permitted by California Nonprofit

Corporation Law, Section 5238.

Section 5. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under Section 5238 of the California Nonprofit Corporation Law: provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Corporation Law.