

BYLAWS OF SAN DIEGO REGULATORY AFFAIRS NETWORK,
a California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

Section 1.1 Name. The name of this corporation is San Diego Regulatory Affairs Network (hereafter "SDRAN" or "organization").

ARTICLE II
PURPOSES AND LIMITATIONS

Section 2.1 Purposes.

- A. This organization is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law. The purpose for which this organization is organized and operated is exclusively for charitable and educational purposes. Such purposes for which this organization is organized are within the meaning of Section 501(c)(3), 2055 and 2522 of the Internal Revenue Code (the "IRC") or the corresponding provisions of any future internal revenue law.
- B. Specifically, this organization is to provide educational instruction and support to individuals for their professional development regarding the laws, regulations and standards, established by international, federal and state government regulatory agencies as they apply to the development, manufacture, distribution, and/or use of drugs, biologics, medical devices (including in vitro diagnostics) and other related products and services.
- C. Notwithstanding any other provision of these Bylaws, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this organization, and the organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC or the corresponding provision of any future internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC or the corresponding provision of any future internal revenue law.

Section 2.2 Limitations.

- A. Political Activity. No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.
- B. Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 2.1 above. No part of the profits or net earnings of this organization shall ever inure to the benefit of any of its Directors, Members, Officers, Employees, or to the benefit of any private individual.
- C. Private Foundation Restrictions. This organization shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code, Section 4942, shall not engage in any act of self-dealing as defined in IRC Section 4941(d), shall not retain any excess business holdings as defined in IRC Section 4943(c), shall not make any investments in a manner as to subject it to tax under IRC Section 4944, and shall not make any taxable expenditures as defined in IRC Section 4945(d).
- D. Dissolution. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit corporation which is organized and operated exclusively for educational or charitable purposes similar to those of SDRAN and which has established its tax-exempt status under Section 501(c)(3) of the IRC or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III MEMBERSHIP

Section 3.1 Members and Classes of Membership. Any individual of good character interested in the purposes of the organization shall be eligible for membership in SDRAN on payment of such dues as the Board of Directors may fix from time to time.

- A. Active Members. Active Members in good standing are entitled to vote and hold office in the organization.
- B. Life Members. Life membership may be offered to active members who have offered distinguished, long-term service to the organization. Life membership may be granted by unanimous vote of the Board of Directors. Life Members are entitled to vote and hold office, but are exempt from the payment of annual membership dues.
- C. Honorary Members. Honorary membership may be conferred to individuals who have made significant contributions to healthcare, regulatory affairs or related areas. Honorary membership may be conferred by unanimous vote of the Board of Directors. Honorary memberships may be granted for limited terms or until revoked by the Board. Honorary Members are exempt from payment of dues. Honorary Members are not entitled to vote or hold office, but may participate on Committees and appointed groups.

Section 3.2 Rights of Membership. The Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Notwithstanding the above, if the corporation is dissolved, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed as described in Section 2.2.C.

Section 3.3 Members' Dues. Each Active Member must pay, within the time and on the conditions set by the Board of Directors, the dues, in amounts to be fixed from time to time by the Board of Directors.

Section 3.4 Members in Good Standing. Members who have paid the required dues and fees in accordance with these Bylaws and whose membership has not been terminated shall be Members in good standing.

Section 3.5 Termination of Membership. A membership shall be terminated on the occurrence of any of the following events:

- A. Submission of a written resignation from a Member to the Board of Directors;
- B. The Member's failure to pay dues and/or fees in a timely manner in accordance with policies and procedures established by the Board of Directors; or
- C. The good faith determination by the Board of Directors that the Member has failed in a material and serious degree to observe the rules of conduct of the organization, or has engaged in conduct materially and seriously prejudicial to the organization's purposes and interests including acts of moral turpitude. Termination of membership requires a unanimous vote of the Board of Directors. A vote for termination requires that the Member has been previously informed of the complaint and has been given a reasonable opportunity to provide a response to the Board of Directors.
- D. Any Member who resigns or is terminated from membership shall forfeit any and all rights and privileges of membership, including dues and fees already paid. Resignation or termination of membership does not relieve a Member from liability for dues or fees accrued and unpaid at the date of resignation or termination.

Section 3.6 Transfer of Memberships. No membership or right arising from membership shall be transferred to another person. Subject to Section 3.5 of these Bylaws, all membership rights cease on the Member's death.

Section 3.7 General Membership Meetings.

- A. An annual meeting of the Members shall be held within the State of California at a date and time approved by the Board of Directors. At the annual meeting, the results of elections for Officers and Directors and other items presented to the membership for vote will be reported.
- B. Other meetings of the Members shall be held at any place within or outside California, designated by the Board of Directors or by the written consent of all Members entitled to vote, given before or after the meeting.
- C. Subject to the California Nonprofit Public Benefit Corporation law, all Active and Life Members in good

standing on the record date shall be entitled to vote in any election of the Members.

- D. Voting will be by ballot when there is more than one (1) candidate for any given position and each Member entitled to vote may cast one (1) vote on each matter submitted to a vote of the Members. Ballots will be sent by first class mail or other means to each Member entitled to vote.
- E. When ballots have been sent by first class mail or other means to each Member entitled to vote, the affirmative vote of a majority of the votes cast in an election shall be deemed the act of the Members, unless the vote of a greater number is required by California Nonprofit Public Benefit Corporation law or by the Articles of Incorporation. For any vote taken at a meeting of the Members, the affirmative vote of a majority of the Members present at the meeting entitled to vote shall be deemed the act of the Members.
- F. For purposes of establishing the Members entitled to receive notice of any meeting, entitled to vote in any election, entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date in accordance with California Nonprofit Public Benefit Corporation law.
- G. A person holding a membership at the close of business on the record date shall be a Member of record.

ARTICLE IV DIRECTORS

Section 4.1 Powers.

- A. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws regarding actions that require approval of the Members, the activities and affairs of the organization shall be managed, and all powers shall be exercised, by or under the direction of the Board of Directors.
- B. Specific Powers. Without prejudice to these general powers outlined in Section 4.1.A above, but subject to the same limitations, the Directors shall have the power to take the following actions:
 - 1. Appoint and remove, at the pleasure of the Board, all Officers, Agents and Employees of the organization; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation and with these Bylaws, provided that nothing in this Subsection shall contravene the election of Officers and Directors by the Members as provided for elsewhere in these Bylaws;
 - 2. Change the principal office in the State of California from one location to another; cause the organization to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of meetings, except the annual meeting;
 - 3. Adopt and use a corporate seal and alter the form thereof;
 - 4. Borrow money and incur indebtedness on behalf of the organization and cause to be executed and delivered for the purposes of the organization, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;
 - 5. Conduct, manage, and control the affairs and activities of the organization and to make such rules and regulations to accomplish these purposes, not inconsistent with law, the Articles, or these Bylaws, as they may deem best.

Section 4.2 Number and Selection of Directors and Restrictions on Directors.

- A. Authorized number. The authorized number of Directors shall be not less than five (5) nor more than twenty (20). Directors must be Active or Life members of the organization in good standing.
- B. Selection. The Board shall be selected as follows:
 - 1. Initial Directors. The initial Board Members shall be elected by the incorporator(s) named in the organization's Articles of Incorporation. After the first year, an election of new Directors will be held. At this first election, approximately half of the Directors will be elected to one-year terms with the other half being elected to two-year terms. Initially, and unless and until the Board votes otherwise, the Board of Directors shall consist of the following members: President, President-Elect, Secretary, Treasurer, Vice President, Member Relations, and Vice President, Programs.

The Bylaws were amended by the SDRAN Board of Directors on XX May 2019, according to ARTICLE IX, Sections 9.1 and 9.2 of the original Bylaws

2. Subsequent Directors. Directors will be elected by a vote of the membership to two-year terms except as described below, or until their resignation, removal, or death. The offices of President and President-Elect will each be one-year terms and will be filled as follows: The membership will vote for President-Elect. Upon the expiration of the term of the President, the President-Elect will succeed to the office of President for one year, and the newly elected President-Elect will take office. Only Active and Life Members in good standing may be candidates and serve on the Board. Annually the Board will appoint a Nominating Committee that will be responsible for soliciting a slate of candidates to be listed on a ballot. Terms for the Board of Directors will be staggered so that approximately half of the Board is elected each year. Within a sufficient time before the annual Member's meeting as designated in Section 3.7.A, ballots listing all candidates for election to the Board of Directors will be sent, by electronic mail or other means, to all members in good standing at that time who are entitled to vote.
3. Restriction on Interested Directors. No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the organization for services rendered to it 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 as Director; and (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 such person. Any violation of this section, however, shall not affect the validity or enforceability of transactions entered into by the organization.

Section 4.3 VACANCIES.

- A. Events Causing Vacancy. A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following: (i) the death, removal, or resignation of any Director; or (ii) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or, if the organization holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under Corporations Code Section 7238; (iii) the vote of the Members to remove any Director(s); (iv) an increase in the authorized number of Directors; or (v) a failure of the Members, at any election of Members at which any Director(s) is to be elected, to elect the number of Directors required to be elected.
- B. Resignations. Except as provided in this subsection, any Director may resign effective upon giving written notice to the President or the Secretary, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the organization would then be left without a duly elected Director or Directors in charge of its affairs.
- C. Filling Vacancies. Any vacancy on the Board, except for the office of President-Elect, shall be filled by the vote of the remaining Directors, whether or not less than a quorum or by a sole remaining Director. The Director shall serve as Director for the balance of the unserved term of his or her predecessor and until his or her successor is duly elected and qualified.
- D. No Vacancy on the Reduction of the Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

Section 4.4 Place of Meetings; Meetings by Electronic Communication. Meetings of the Board shall be held at any place as designated by the Board. Any meeting may be held by conference telephone or other communication equipment so long as all Directors participating in the meeting can communicate with one another and all such Directors shall be deemed to be present in person at such meeting.

Section 4.5 Meetings of the Board of Directors.

- A. Number of Meetings. The Board shall meet at least three times a year and may meet as frequently as is considered necessary to manage and direct the organization.
- B. Regular Meetings. The Board may hold regular business meetings throughout the year; said meetings shall be held without notice and on such dates and at such times and places to be fixed by the Board.
- C. Special Meetings.
 1. Authority To Call. Special meetings of the Board for any purpose may be called at any time by the President, President-Elect, Secretary or any two Directors.
 2. Notice.

Approval of the amendments was certified by the Secretary of the Board on 08, May 2019

The Bylaws were amended by the SDRAN Board of Directors on XX May 2019, according to ARTICLE IX, Sections 9.1 and 9.2 of the original Bylaws

- a. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: by personal delivery of written notice; by first-class mail; by telephone; by facsimile; by electronic mail; or by other electronic means either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director.
- b. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mail at least four business (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or instantaneous electronic means such as facsimile or electronic mail shall be delivered, telephoned, or transmitted electronically at least two (2) business days before the time set for the meeting.
- c. Notice Contents. The notice shall state the time and place of the meeting. It need not specify the purpose of the meeting.

Section 4.6 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except adjournment as provided in Section 4.8. Subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorship, (iii) creation of an appointment of committees of the Board and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. 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 that meeting.

Section 4.7 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes or 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.

Section 4.8 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 4.9 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.10 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 5.10 only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the organization is a party.

Section 4.11 Compensation. Directors shall not be compensated for their services as Directors. Directors may be reimbursed for reasonable expenses incurred in performance of their duties as Directors.

ARTICLE V STANDING COMMITTEES

Section 5.1 Formation and Powers. Initially SDRAN will have the standing committees described in Article V, Sections 5.3 through 5.6. Additional standing committees may be added by action of the Board. Notwithstanding

that the chairpersons of some standing committees also may be Board members, the standing committees are not delegated any powers of the Board unless the Board specifically authorizes such delegations by a vote of a majority of the number of Directors then in office, provided a quorum is present. All committee chairpersons must be Members in good standing of SDRAN. The Board, the President, and/or the committee chairperson, with the approval of the Board, shall appoint as many members as are deemed necessary, but a committee may consist of one person unless otherwise specified in this Article V.

Section 5.2 Meetings and Quorum. Standing committees shall meet at such times as necessary to carry out their responsibilities. Meetings shall be called by the chairperson, or designee, or the President of SDRAN. If the committee consists of more than one person, the chairperson, or designee, and one other person shall constitute a quorum of a standing committee.

Section 5.3 Executive Committee. The Executive Committee shall consist of the President, President-Elect, Secretary, and Treasurer. The Executive Committee may act for the Board of Directors pursuant to authority delegated by the Board of Directors. A majority of the Executive Committee shall constitute a quorum at any duly called meeting. A meeting may be called at any time by the President or by two (2) members of the Executive Committee as the business of the organization may require.

Section 5.4 Member Relations Committee. The chairperson of the Member Relations Committee shall be a Vice President elected by the membership and shall be a Board member. The Member Relations Committee shall also include the Treasurer. The duties of the Member Relations Committee shall include, but shall not be limited to, keeping a current list of the membership including each member's name and contact information, conducting membership drives as necessary, and ensuring memberships are renewed in a timely manner.

Section 5.5 Program Committee. The Program Committee shall report to a Vice President elected by the membership and who is a Board member. The Program Committee shall be responsible for arranging educational and other programs conducted by SDRAN. The Program Committee shall consist of at least three (3) members in good standing. Nonmembers may also be appointed to the Program Committee. The Board must approve all programs proposed by the committee and be documented in the meeting minutes.

Section 5.6 Nominating Committee. The President, with the approval of the Board, shall annually appoint a Nominating Committee. The Nominating Committee shall consist of at least three people: the current President-Elect and two other current or prior Board Members who are current SDRAN members in good standing. The Nominating Committee shall use its best efforts to propose at least one qualified candidate from the membership for each office, for each committee chair that is filled by election of the membership, and for each directorship that is not filled ex officio. The Nominating Committee shall be responsible for ensuring that ballots are prepared and distributed in a timely manner for general and special elections and shall be responsible for tallying the votes.

Section 5.7 Education Committee. The Vice president of Education is elected by the membership and shall be a voting Board member. The Education Committee shall be responsible for planning, [organizing](#) and executing delivery of the Regulatory Affairs Certification (RAC) classes, offered yearly to the membership, ensuring that instructors and materials stay current with evolving regulations. (Reference Racticle V, Section 5.1 and Article VI, Section 6.1) If the Vice President of Education is not the chairperson of the committee, then the chairperson shall be a Member in good standing of SDRAN and reports to the Vice President of Education. (Reference Article V, Section 5.1, and Article VI, Section 6.1)

Section 5.8 Website and Communications Committee. The chairperson of the Website and Communications Committee shall be a Vice President elected by the membership and shall be a Board member. The duties of the Vice President of Website and Communications are to publish program announcements and other information related to educational programs and events provided by SDRAN, posting similar announcements hosted by other professional organizations, and overseeing, maintaining, and upgrading the SDRAN Website. (Reference Article V, Section 5.1, and Article VI, Section 6.1)

Section 5.9 Finance and Audit Committee. The Finance and Audit Committee will perform independent audits of the Board's financial records according to a Board approved protocol. The Finance and Audit Committee will consist of two (2) members in good standing who perform the audit. The Finance and Audit Committee reports to

the Board of Directors. (Reference Article V, Section 5.1, and Article VI, Section 6.1)

ARTICLE VI OFFICERS

Section 6.1 Officers. The initial Officers of the organization shall include a President, a President-Elect, a Secretary, a Treasurer, a Vice President, Member Relations (formerly Membership), and a Vice President, Programs. The organization may also have, at the Board's discretion, a Chairman of the Board, an Immediate Past President, additional Vice Presidents, one or more assistant Secretaries, one or more assistant Treasurers, and such other Officers. New officers voted by the Membership include: a Vice President, Education and Vice President, Website and Communications.

Section 6.2 Election of Officers. The Officers of the organization, other than President, shall be elected by the membership. Officers shall hold their respective offices for two-year terms, except as described below, or until their resignation, removal, or death. The offices of President and President-Elect will each be one-year terms and will be filled as follows: The membership will vote for President-Elect. Upon the expiration of the term of the President, the President-Elect will succeed to the office of President for one year, and the newly elected President-Elect will take office. All other Officers will be elected directly. Approximately half of the officers will be elected each year.

- A. Subject to the California Nonprofit Public Benefit Corporation law, all Active and Life Members in good standing on the record date as determined under Section 4.4 of these Bylaws shall be entitled to vote in any election of Officers.
- B. Officers shall be elected pursuant to ballots sent by first-class mail or other means to all members entitled to vote.
- C. Each Member entitled to vote may cast one (1) vote on each matter submitted to vote of the Members.
- D. A person holding a membership at the close of business on the record date shall be a Member of record.

Section 6.3 Removal of Officers. Any Officer may be removed for good cause by a three-fourths vote of the Board of Directors.

Section 6.4 Resignation of Officers. Any Officer may resign by giving written notice to the President or the Secretary. Any such resignation shall take effect as of the date of the receipt of such notice or at any later time specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.5 Vacancies in Office. A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled by action of a majority of the Directors then in office. Notwithstanding the foregoing, a vacancy in the office of the President will be filled by the President-Elect and a vacancy in the office of President-Elect will be filled by a special election of the membership as soon as is reasonably possible.

Section 6.6 Fees and Compensation. The Officers shall not receive compensation for their services. Officers may, however, receive such reimbursement for expenses actually incurred as may be fixed or determined by the Board.

Section 6.7 Responsibilities of Officers.

- A. President. Subject to the control and supervision of the Board, the President shall be the Chief Executive Officer and General Manager of the organization and shall generally supervise, direct and control the activities and affairs of the Officers of the organization. The President shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.
- B. President-Elect. The President-Elect shall assist the President. In the absence or inability to serve of the President, the President-Elect shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions on the President. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board

or the Bylaws.

- C. Vice Presidents. The Vice President(s) shall have such powers and perform such duties as from time to time may be prescribed for them by the Board or the Bylaws.
- D. Secretary.
 - 1. Book of Minutes. The Secretary shall keep or cause to be kept, a book of minutes of all meetings and actions of the Board. The Secretary shall also keep, or cause to be kept, a copy of the Articles of Incorporation and Bylaws, as amended to date.
 - 2. Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and meetings of the Members required by these Bylaws to be given. The Secretary shall keep the seal of the corporation, if any, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. In the event of the President's absence or inability to serve and the President-Elect's absence or inability to serve, the Secretary shall call a meeting of the Board to address such officers' absence or inability to serve.
- E. Treasurer.
 - 1. Responsibilities. The Treasurer is the Chief Financial Officer of the organization and shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the organization. The Treasurer shall send or cause to be sent to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books and accounts shall be open to inspection by any Director at all reasonable times.
 - 2. Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the organization with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the organization as may be ordered by the Board, shall render to the President and the Officers, when requested, an account of all transactions as Treasurer and of the financial condition of the organization and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 7.1 Indemnification.

- A. Right of Indemnity. To the full extent permitted by law, this organization shall indemnify its Directors, Officers, Employees and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including an action by or in the right of the organization, by reason of the fact that such person is or was a person described by such Section. The term "Expenses", as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporation Code.
- B. Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met. To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the organization prior to the final disposition of the proceeding upon receipt by the organization of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the organization therefore.

Section 7.2 Insurance. The organization shall have the right to purchase and maintain insurance to the full extent

The Bylaws were amended by the SDRAN Board of Directors on XX May 2019, according to
ARTICLE IX, Sections 9.1 and 9.2 of the original Bylaws

permitted by law on behalf of its Officers, Directors, Employees and other agents of the organization, against any liability asserted against or incurred by an Officer, Director, Employee or agent in such capacity or arising out of the Officer's, Director's, Employee's or agent's status as such.

ARTICLE VIII CONSTRUCTION AND DEFINITIONS

Section 8.1 Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE IX AMENDMENTS

Section 9.1 Action by the Board. Subject to the Members' rights under Article III of these Bylaws and the limitations set forth below, the Board may adopt, amend or repeal Bylaws, unless doing so would materially and adversely effect the Members' rights as to voting or transfer. The Board may not extend a Director's term beyond that for which the Director was elected.

Section 9.2 Limitations on Amendment of Bylaws. Subject to the Members' rights under Article IV of these Bylaws, the Board may adopt, amend or appeal Bylaws unless doing so would cause the following: (1) materially and adversely effect the Members' rights as to voting, dissolution, redemption or transfer; (2) increase or decrease the number of Members authorized in total; (3) effect an exchange, reclassification or cancellation of all or part of the memberships; or (4) authorize a new class of membership.

Any such actions must be approved by a plurality of the members voting, or of the affected class of members, in a poll of the type provided for in Article V of the Bylaws. Such a change shall not become effective unless and until it is approved by the membership in the manner provided.

Without the approval of the Members, the Board may not adopt, amend or appeal any Bylaw that would cause the following: (1) increase or extend the terms of Directors; or (2) allow any Director to hold office by designation or selection rather than by election by the Members, except as provided for elsewhere in these Bylaws.

Section 9.3 Maintenance of Records. The Secretary of the organization shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official Bylaws of the organization and is maintained with the official records of the organization.

2019 Amendment

ARTICLE V STANDING COMMITTEES – Section 5.10, Mentoring Committee

- The Vice President of Mentoring is elected by the membership and shall be a voting Board member. The Mentoring Committee shall be responsible for recruiting mentors, assigning mentor/mentee pairings, providing guidance to mentors/mentees, and obtaining program feedback and updating the program to enhance its educational function. (Reference Article V-Section 5.1, Article VI-Section 6.1).
- If the Vice President of Mentoring is not the chairperson of the Committee, then the chairperson shall be a member in good standing of SDRAN and shall report to the Vice President of Mentoring. (Reference Article V-Section 5.1, Article VI-Section 6.1)

ARTICLE VI OFFICERS – Section 6.1, Officers

Previous: New officers voted by the Membership include: a Vice President, Education and Vice President, Website and Communications.

New: New officers voted by the Membership include: a Vice President, Education; Vice President, Website and Communications; and Vice President, Mentoring