



Diabetes Coalition of California
Bylaws

Revised 4/1/04

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INTRODUCTION

The **Diabetes Coalition of California Bylaws** (the “Bylaws”) contain policies to facilitate and direct the conduct of Coalition business. The policies and procedures contained herein are written to guide the Coalition, its officers, and members in philosophical, legal, financial, and conflict of interest issues as they relate to Coalition business.

These Bylaws are intended to be read in conjunction with the provisions of the Nonprofit Corporation Law, California Corporations Code sections 5000 et seq. and reference should be made to the appropriate sections of the Nonprofit Corporation Law in interpreting these Bylaws.

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(Changed “Diabetes Control Program“ to “Diabetes Prevention and Control Program” throughout Bylaws, revised Article 5, Section 4, paragraph 1 and Article 7, Section 1, paragraph 2)

Revised by Executive Committee: 12/4/03

(Revised Article 5, Section 2, paragraph 2; Article 5 Section 9, first sentence; and Article 7, Section 1, paragraph 2)

Revised by Executive Committee: 4/1/04

(Revised Article 3, Section 1 and Article 8, Section 2)

ARTICLE 1. NAME

The name of this corporation is the Diabetes Coalition of California, Inc., hereafter referred to as the "Coalition."

ARTICLE 2. PURPOSE

The specific purpose of this corporation is to coordinate and collaborate within the California diabetes community, both private and public, the development and implementation of programs to recognize and reduce the adverse personal and public impact of diabetes. Soliciting funds is not a purpose of this corporation.

ARTICLE 3. MEMBERSHIP

Section 1. Types of Membership; Terms and Conditions of Membership

A. Coalition membership will consist of four types: (1) Active Individual Members, (2) Associate Individual Members, (3) Active Organizational Members and (4) Associate Organizational Members. Active Individual Members and Active Organizational Members are voting members ("Voting Members") and are thus "members" within the meaning of the California Nonprofit Corporation Law, California Corporations Code sections 5000 et seq. (the "California Nonprofit Law"). The rights, selection procedures, terms of membership and responsibilities of the member types are as follows:

1. Active Individual Members are those members who commit to attend Coalition meetings and who accept an active committee assignment as defined by participating in at least 4 committee conference calls, meetings, or Coalition activities each year (*Revised 4/1/04*).

(a) Voting Rights: Active Individual Members are Voting Members and may vote on Coalition policy and procedure as they arise during the course of Working Committee meetings or annual and special meetings of the Coalition, and may vote on issues as they arise during the course of Coalition business as directed by the Executive Committee. Each Active Individual Member may cast one vote.

(b) Approval of Membership: Individuals may become Active Individual Members with approval of the Membership Committee Chair(s).

(c) Terms of Membership: An Active Individual Member shall remain an Active Individual Member unless written resignation is received by the Coalition Chair, they choose to become an Associate Individual Member (described below), their Active Member status is changed to Associate Member because they were unable to meet the

requirements of active membership, or they are removed from Coalition membership (*Revised 4/1/04*).

(d) Responsibilities of Membership: An Active Individual Member agrees to contribute to advancing the mission of the Coalition and; abide by these Bylaws; and serve as an active participant in at least one Working Committee as assigned by the Membership Committee Chair(s) taking into consideration the needs of the Coalition and the expertise of the Active Individual Member.

2. Associate Individual Members are those members who are unable or do not wish to perform the responsibilities of Active Individual Members but who wish to be updated on Working Committee activities and contribute to Coalition business on an ad hoc basis.

(a) Voting Rights: Associate Individual Members are not Voting Members eligible to vote on Coalition policy and procedure.

(b) Approval of Membership: Individuals may become Associate Individual Members with approval of the Membership Committee Chair(s).

(c) Terms of Membership: An Associate Individual Member shall remain an Associate Individual Member indefinitely unless their written resignation is received by the Coalition Chair, they become an Active Individual Member by accepting an active committee assignment as described above, or they are removed from Coalition membership (*Revised 4/1/04*).

(d) Responsibilities of Membership: An Associate Individual Member agrees to contribute to the Mission of the Coalition on an ad hoc basis and abide by these Bylaws.

3. Active Organizational Members are those members who are accepted for membership as an organization or entity and who accept an active committee assignment as defined by at least one individual from the organization participating in at least 4 committee conference calls, meetings, or Coalition activities each year (*Revised 4/1/04*). Organizational Members may be government agencies, business entities, nonprofit entities, or groups of any manner or type, which are approved by the Coalition.

(a) Voting Rights: Active Organizational Members are Voting Members and may vote on Coalition policy and procedure as it arises during the course of Working Committee meetings, annual and special meetings of the Coalition, and issues as they may arise during the course of Coalition business as directed by the Executive Committee. An Active Organizational Member may cast one vote. An individual shall not vote both as the designee of an Active Organizational Member and as an Active Individual

Member. Each Active Organizational Member shall authorize an individual to cast its vote.

(b) Approval of Membership: Organizations may become Active Organizational Members of the Coalition with approval of the Membership Committee Chair(s).

(c) Terms of Membership: An Active Organizational Member shall remain an Active Organizational Member indefinitely unless its written resignation is received by the Coalition Chair, it chooses to become an Associate Organizational Member (described below), its Active Member status is changed to Associate Member because it was unable to meet the requirements of active membership, or it is removed from Coalition membership (*Revised 4/1/04*).

(d) Responsibilities of Membership: An Active Organizational Member agrees to contribute to advancing the mission of the Coalition and abide by these Bylaws; and designate at least one individual to serve as an active participant in at least one Working Committee as assigned by the Membership Committee Chair(s). It is the responsibility of the Active Organizational Member's designee to communicate Coalition activities to the member organization.

4. Associate Organizational Members are those members who are unable or do not wish to perform the responsibilities of Active Organizational Members but who wish to be updated on Working Committee activities and contribute to Coalition business on an ad hoc basis.

(a) Voting Rights: Associate Organizational Members are not Voting Members eligible to vote on Coalition policy and procedure.

(b) Approval of Membership: Organizations may become Associate Organizational Members with approval of the Membership Committee Chair(s).

(c) Terms of Membership: An Associate Organizational Member shall remain an Associate Organizational Member indefinitely unless their written resignation is received by the Coalition Chair, they become an Active Organizational Member by accepting an active committee assignment as described above, or they are removed from Coalition membership (*Revised 4/1/04*).

(d) Responsibilities of Membership: An Associate Organizational Member agrees to contribute to the mission of the Coalition on an ad hoc basis and abide by these Bylaws.

Section 2. Non-Discrimination Policy and Policy of No Membership Dues

The Coalition membership is open to persons without regard to race, gender, age, creed, color, national origin, sexual preference, or personal wealth. In order to comply with the objective of accepting persons without regard to their personal wealth, the Coalition shall not charge dues for membership.

Section 3. Composition of the Coalition

The Coalition seeks to achieve a balanced representation which reflects the people of the State of California in terms of race, ethnicity, geography, and gender. Further, the Coalition seeks members who have professional talents and personal qualities and experiences which will assist the Coalition in pursuing its Mission.

ARTICLE 4. MEETINGS OF MEMBERS

Section 1. Annual Meeting

An annual meeting of Voting Members (the “Annual Meeting”) shall be held each year on a date and at a time designated by the Executive Committee for the purpose of electing the vice-chair and/or transacting such other business as may properly come before the meeting.

Section 2. Special Meetings

Special meetings of Voting Members may be called by the Executive Committee or the Coalition Chair. In addition, special meetings of Voting Members for any lawful purpose may be called by five percent (5%) or more of the Voting Members. No business may be transacted at a special meeting unless the general nature of such business was stated in the notice to the special meeting.

Upon request in writing to the Coalition Chair by any person authorized by these Bylaws to call a special meeting (other than the Executive Committee), the Coalition Chair shall promptly cause notice to be given to the Voting Members, in accord with Section 5 of this article, that a meeting will be held at the time fixed by the Executive Committee, which time shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. This notice shall be given within twenty (20) days after receipt of the request.

Section 3. Place of Meeting

The Executive Committee and Diabetes Prevention and Control Program can designate any place in the Sacramento area for any regular meeting or for any special meeting called by the Executive Committee.

Section 4. Record Date

The Executive Committee may fix, in advance, a date as the record date for the purpose of determining the Voting Members entitled to (1) notice of any meeting of Voting Members, (2) vote at a meeting of members, (3) cast written ballots, (4) exercise any rights in respect of any other lawful action and (5) exercise any other rights as provided under the California Nonprofit Law.

Section 5. Notice of Meeting

Whenever Voting Members are required or permitted to take any action at a meeting, a written notice of the meeting (by mail, facsimile or electronic mail) shall be given in conformity with the notice requirements of the California Nonprofit Law.

Section 6. Quorum and Adjournment

Twenty five percent (25%) of the total number of Voting Members, represented in person, shall constitute a quorum at a meeting of members. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted, except as provided by the California Nonprofit Law.

Section 7. Manner of Acting

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a different number is authorized by law or these Bylaws. The Voting Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least the percent of the voting power required to act for the Voting Members.

Section 8. Voting by Proxies

Voting Members may not authorize another member or person to act by proxy on their behalf.

Section 9. Voting by Written Ballot

Any action which may be taken at any regular or special meeting of Voting Members may be taken without a meeting if this corporation distributes a written ballot by mail, electronic mail or facsimile to every Voting Member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot by mail to this corporation.

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot within the time period specified, or any extension thereof, equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required to approve a matter consistent with Section 7 above.

Written ballots shall be solicited either personally or by mail or other means of written communication, including electronic mail and facsimile, addressed to the Voting Member at the address of such member appearing on the books of this corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of this corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

If any written ballot addressed to a Voting Member at the address of such member appearing on the books of this corporation is returned to this corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Voting Member at such address, all future notices shall be deemed to have been duly given without further mailing if the same shall be available for the Voting Member upon written demand of the voting member at the principal office of this corporation for a period of one (1) year from the date of the giving of the notice to all other members.

If this corporation shall have one hundred (100) or more Voting Members, any form of written ballot distributed to the Voting Members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted upon by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

In any election of Executive Committee members or officers, any form of written ballot in which the Executive Committee members or officers to be voted upon are named therein as candidates and which is marked by a Voting Member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Executive Committee members or officers is withheld shall not be voted either for or against the election of an Executive Committee member or officer.

All such solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Executive Committee members or officers, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

A written ballot may not be revoked.

Section 10. Voting by Written Consent

Any action required or permitted to be taken by the Voting Members may be taken without a meeting, if all Voting Members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the Voting Members.

Section 11. Voting Memberships in Two (2) or More Names

A voting membership may not stand of record in the name of two (2) or more persons.

Section 12. Inspectors of Election

In advance of any meeting of Voting Members, the Executive Committee may appoint inspectors of election to act at the meeting and any adjournment thereof consistent with, or make other provisions as specified in, the California Nonprofit Law.

Section 13. Meetings of Nonvoting Members

The Executive Committee members may provide for meetings of Associate Individual Members and Associate Organizational Members (“Nonvoting Members”) from time to time, noticed and held in any manner determined by the Executive Committee members, and for the attendance of the Nonvoting Members at regular and special meetings.

Section 14: Guest Attendance at Coalition Meetings.

Individuals who are not members of the Coalition may be in attendance at Coalition meetings under the following circumstances: receipt of invitation by a Coalition member, receipt of invitation by the Chief of the California Diabetes Prevention and Control Program (the “Chief”) or their designee; receipt of invitation by the Executive Committee; or inclusion on the agenda as a presenter or subject contributor for a particular Coalition meeting.

ARTICLE 5. EXECUTIVE COMMITTEE

Section 1. General Powers

Subject to the provisions of the Law and any limitation in the articles and Bylaws of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the executive committee (herein referred to as the “Executive Committee”) which shall function as the “board of directors” for purposes of the California Nonprofit Law. The Executive Committee may delegate the management of the activities of this corporation to any person or persons, management company, or committee

however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Executive Committee.

The responsibilities of the Executive Committee shall include without limitation the following:

- Represent the Coalition, and approve and conduct the business of the Coalition.
- Approve Executive Committee minutes.
- Review Working Committee reports, approve Working Committee activities, recommendations, positions, products and financial requests.
- Ratify membership applications and committee activities.
- Consider and approve financial requests for Coalition projects.
- Develop ad-hoc committees or modify current committee functions in order to fulfill the present needs of the Coalition.

Section 2. Number of Executive Committee Members

The Executive Committee shall consist of not less than three (3) nor more than twenty five (25) members.

The exact authorized number of members of the Executive Committee shall consist of that number of members equal to the Coalition Chair, the Coalition Vice-Chair, the Treasurer, the Secretary, the immediate past Coalition Chair, the Working Committee Chairs and Vice-Chairs, the Chief of the California Diabetes Prevention and Control Program (or the Chief's designee), and, as ex officio nonvoting members, those Past Coalition Chairs, who are still active Coalition members (*Revised 12/04/03*).

Section 3. Qualification

Not more than forty-nine percent (49%) of the persons serving on the Executive Committee of this corporation may be “interested persons.” For purposes of these Bylaws, “interested person” means:

- A. Any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to an Executive Committee member as an Executive Committee member; 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.

Section 4. Composition and Selection

The Executive Committee shall consist of the following individuals: Coalition Chair, the Coalition Vice-Chair, the Treasurer, the Secretary, the immediate past Coalition Chair, the Working Committee Chairs and Vice-Chairs, the Chief of the California Diabetes Prevention and Control Program (or the Chief's designee), and, as ex officio nonvoting members, those Past Coalition Chairs, who are still active Coalition members (*Revised 4/15/03*).

The constituent members of the Executive Committee shall be selected as provided in Article 6.

Each member eligible to vote shall cast one vote for each office to be filled.

The nomination and selection procedure as provided herein includes a reasonable means for Voting Members to nominate persons for selection as Executive Committee members and officers, a reasonable opportunity for a nominee to communicate to the Voting Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all Voting Members to choose among the nominees.

Section 5. Term

Each Executive Committee member is selected to serve so long as they hold their office, excepting the immediate preceding Coalition Chair, who shall remain an ex-officio member for the subsequent two-year term. Each Executive Committee member, including an Executive Committee member selected to fill a vacancy, shall hold office until his successor is selected, except as otherwise provided by law

Section 6. Regular Meetings

The Executive Committee may fix by resolution the time and place, either within or without the State of California, for the holding of regular meetings of the Executive Committee without other notice than such resolution. Notice of any change in the time or place of regular meetings shall be given to all of the Executive Committee members in the same manner as notice for special meetings of the Executive Committee. The Executive Committee will meet once a month by teleconference on a date, time and format set by the Executive Committee at the beginning of the Coalition year. The Executive Committee will require a quorum of members present to carry out business.

Section 7. Special Meetings

Special meetings of the Executive Committee for any purpose or purposes may be called by the Coalition Chair or by any two (2) Executive Committee members. A binding vote of the Executive Committee may be held at a special meeting as defined herein with less than a

quorum, provided that more than one-fifth (1/5) the number of Executive Committee members authorized in Article 5, Section 2, are present.

Section 8. Notice

Special meetings of the Executive Committee shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph or facsimile transmission or electronic mail, charges prepaid, to each Executive Committee member at his or her address as shown on the records of this corporation and otherwise consistent with the requirements of the California Nonprofit Law. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by the California Nonprofit Law or by these Bylaws.

Section 9. Quorum and Adjournment

A majority of the number of Executive Committee voting members authorized by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Executive Committee (*Revised 12/04/03*). A majority of the Executive Committee members present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Executive Committee members who were not present at the time of the adjournment. The Executive Committee may discuss Coalition business and poll its members without a quorum.

Section 10. Manner of Acting

The act of a majority of the Executive Committee members present at a meeting duly held at which a quorum is present shall be the act of the Executive Committee, unless the act of a different number is required by the California Nonprofit Law, the articles of incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Executive Committee members, if any action taken is approved by at least as many Executive Committee members as is required to act for the Executive Committee. Members of the Executive Committee may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting in such a manner constitutes presence in person at such meeting.

Section 11. Action Without a Meeting of the Executive Committee

Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Executive Committee who are not "interested" within the meaning of the Law (presently Section 5233) shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the

proceedings of the Executive Committee. Such action by written consent shall have the same force and effect as a unanimous vote of such Executive Committee members.

Section 12. Executive Committee Members' Duty of Care

A Executive Committee member shall perform the duties of a Executive Committee member, including duties as a member of any subcommittee of the Executive Committee upon which the Executive Committee member may serve, in good faith, in a manner such Executive Committee member believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Executive Committee member, a Executive Committee member 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 Executive Committee member believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Executive Committee member believes to be within such person's professional or expert competence; or
- (c) A subcommittee of the Executive Committee or a Working Committee upon which the Executive Committee member does not serve, as to matters within its designated authority, which subcommittee or Working Committee the Executive Committee member believes to merit confidence, so long as, in any such case, the Executive Committee member acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 13. Executive Committee members' Duty of Loyalty

Subject to applicable provisions of the California Nonprofit Law, prior to consummating a "self-dealing transaction" or any part thereof, the Executive Committee shall authorize or approve the transaction in good faith by a vote of a majority of the Executive Committee members then in office without counting the vote of the interested Executive Committee member, and with knowledge of the material facts concerning the transaction and the Executive Committee member's interest in the transaction; and, further, prior to authorizing or approving a self-dealing transaction, shall consider and in good faith determine after reasonable investigation under the circumstances that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Subject to being able to comply with Section 5234(a)(2) of the California Nonprofit Law, no contract or other transaction between this corporation and any corporation, firm or association in

which one or more Executive Committee members are Executive Committee members shall be authorized, approved or ratified by the Executive Committee unless the material facts as to the transaction are fully disclosed to the Executive Committee, and the Executive Committee authorizes, approves or ratifies the transaction in good faith by a vote sufficient without counting the vote of the interested Executive Committee member(s).

Interested Executive Committee members may be counted in determining the presence of a quorum at a meeting of the Executive Committee which authorizes, approves or ratifies a self-dealing transaction.

Section 14. Removal and Filling Vacancies

The Executive Committee may declare vacant the office of a Executive Committee member (and the underlying office of such Officer, if applicable) who has resigned, been removed pursuant to Article 8, been declared of unsound mind by a final order of a court, convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Law or any successor article thereto. Subject to the provisions of Article 6, Section 2, with respect to filing vacancies in the offices of Coalition Chair and Coalition Vice-Chair, any vacancy occurring on the Executive Committee (and the underlying Officer position), including any Executive Committee membership to be filled by reason of an increase in the number of Executive Committee members, shall be filled by approval of the Executive Committee or, if the number of Executive Committee members then in office is less than a quorum, by (1) the unanimous consent of the Executive Committee members then in office, (2) the affirmative vote of a majority of the Executive Committee members then in office at a meeting held pursuant to notice or waivers of notice complying with Section 5211, or (3) a sole remaining Executive Committee member. An Executive Committee member elected to fill a vacancy shall hold office during the unexpired term of his predecessor in office and until his successor is elected.

Section 15. Compensation

Executive Committee members as such shall not receive any compensation for their services as Executive Committee members, provided however that Executive Committee members may receive compensation for services provided in their personal and individual capacity.

Section 16. No Interest in Assets

No Executive Committee member shall possess any property right in or to the property of this corporation. In the event this corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the Executive Committee members shall dispose of the remaining property in accordance with the articles of incorporation.

Section 17. Resignation

Any Executive Committee member (and Officer) may resign effective upon giving written notice to the Coalition Chair or the Executive Committee, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. However, except upon notice to the Attorney General, no Executive Committee member may resign if this corporation would then be left without a duly elected Executive Committee member in charge of its affairs.

ARTICLE 6. OFFICERS OF THE COALITION

Section 1. Officers

The officers of the Coalition shall be the Coalition Chair, the Coalition Vice Chair, a Treasurer, a Secretary, the Chairs and Vice Chairs of the Working Committees, as appointed from time to time. Officer positions shall be personal to any individual elected or selected herein, even where such member represents an Active Organizational Member.

Section 2. Selection Procedures

1. Coalition Chair: The sitting Coalition Vice-Chair will automatically assume the office of Coalition Chair at the regular meeting of every odd numbered year. Any vacancy in the office of Coalition Chair shall be filled by the Coalition Vice Chair. Provided that an annual meeting is scheduled prior to the remainder of the unexpired term, any vacancy in the office of Coalition Chair not filled by the Coalition Vice Chair shall be filled through the Nominating Committee process outlined in subsection 2 below. If no annual meeting is scheduled prior to the remainder of the unexpired term, then the vacancy shall be filled by the Executive Committee as set forth in Article 5, Section 14. Should the Coalition Vice-Chair be unable or unwilling to assume the office of Coalition Chair, both the Coalition Chair and Vice Chair may be renominated by the Nominating Committee and may continue in their offices for an additional term with the approval of a majority vote of members present at the annual meeting.
2. Coalition Vice-Chair: The Executive Committee will select a Nominating Committee to nominate an Active Individual Member and/or individual representing an Active Organizational Member (or Members) to be the incoming Coalition Vice-Chair. The Nominating Committee shall consist of the current Coalition Vice-Chair as a non-voting member, a Nominating Committee Chair who must be a member of the Executive Committee, the Chief of the Diabetes Prevention and Control Program (or designee), and two Active Individual and/or Organizational Members. The results of the Nominating Committee shall be communicated to the Coalition Chair who shall cause the vote to be held at the annual meeting of every odd numbered year upon a simple majority vote of members present at the annual meeting. Provided that an annual meeting is scheduled prior to the remainder of the unexpired term, any vacancy in the office of Coalition Vice Chair shall be filled through the Nominating Committee

process. If no annual meeting is scheduled prior to the remainder of the unexpired term, then the vacancy shall be filled by the Executive Committee as set forth in Article 5, Section 14.

3. Treasurer: The incoming Treasurer shall be appointed by the Coalition Chair in consultation with the current Treasurer and Coalition Vice-Chair, subject to confirmation by the Executive Committee. No Treasurer shall take office without receiving a simple majority vote from the Executive Committee.
4. Secretary: The incoming Secretary shall be appointed by the Coalition Chair in consultation with the current Secretary and Coalition Vice-Chair, subject to confirmation by the Executive Committee. No Secretary shall take office without receiving a simple majority vote from the Executive Committee.
5. Working Committee Chairs: Incoming Chairs of Working Committees shall be appointed by the Coalition Chair in consultation with the current Chairs of each respective Working Committee and the Coalition Vice-Chair, subject to confirmation by the Executive Committee. No Working Committee Chair shall take office without receiving a simple majority vote from the Executive Committee.
6. Working Committee Vice-Chairs: Vice-Chairs of Working Committees shall be appointed by the Coalition Chair in consultation with the current Committee Chair and Coalition Vice-Chair, subject to confirmation by the Executive Committee. No Working Committee Vice-Chair shall take office without receiving a simple majority vote from the Executive Committee.

Section 3. Coalition Chair

1. Term of office. The Coalition Chair will serve for two years and assume office at the annual meeting on the odd numbered years.
2. Responsibilities. The Coalition Chair shall, if present, preside at all meetings of the Executive Committee and exercise and perform such powers and duties as from time to time may be assigned to him or her by the Executive Committee or prescribed by these Bylaws. The Coalition Chair shall, in addition, be the general manager and chief executive officer of this corporation, and shall be subject to the control of the Executive Committee, have general supervision, direction and control of the business and officers of this corporation. The Coalition Chair shall be the “president” for purposes of the California Nonprofit Law.

The Coalition Chair shall without limitation have the following responsibilities:

- Chair the Executive Committee.
- Develop and determine the agenda for all Executive Committee meetings, subject to additional agenda meeting items as requested by any member of the Executive Committee.

- Bring any item to the Executive Committee agenda that is appropriately requested not later than the second Executive Committee meeting following receipt of the agenda item.
- Chair the annual meetings.
- Develop and determine the agenda for all annual Coalition meetings, in consultation with the Executive Committee.
- Represent the Coalition as necessary to conduct Coalition business and fulfill the Mission of the Coalition.
- Oversee the activities of all Coalition committees.
- Act as the primary liaison with the Diabetes Prevention and Control Program.
- Act as the chief executive officer of the Coalition.
- Oversee the financial activities of the Coalition, in collaboration with the Treasurer.

Section 4. Coalition Vice-Chair

1. Term of Office. The Coalition Vice-Chair will serve for two years and assume office at the annual on the odd numbered years.
2. Responsibilities. In the absence or disability or refusal to act of the Coalition Chair, the Coalition Vice Chair shall perform all of the duties of the Coalition Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Coalition Chair. The Coalition Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed for them, respectively, by the Executive Committee or these Bylaws.

The Coalition-Vice Chair shall without limitation have the following responsibilities:

- Chair the Executive Committee in the Chair's absence.
- Assist the Coalition Chair in developing the agenda for all Executive Committee meetings.
- Chair the Annual Coalition meetings in the Coalition Chair's absence.
- Assist the Coalition Chair in developing and determining the agenda for all annual Coalition meetings.
- Represent the Coalition as necessary to conduct Coalition business and fulfill the Mission of the Coalition.
- Assist the Coalition Chair in overseeing the activities of all Coalition committees.
- Assume the Coalition Chair position if the sitting Coalition Chair is unable to carry out the functions of the Chair for any reason.
- Assume the Coalition Chair position at the end of the two-year Vice-Chair term.
- Participate as a non-voting member of the Nominating Committee.
- Oversee the biennial review and update of the Coalition Bylaws.

Section 5. Coalition Treasurer

1. Term of Office: The Coalition Treasurer will serve for two years and assume office at the annual meeting on the even numbered years. The Treasurer may be appointed for more than one two-year term.
2. Responsibilities. The Treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this corporation. He or she shall receive and deposit all moneys and other valuables belonging to this corporation in the name and to the credit of this corporation and shall disburse the same only in such manner as the Executive Committee or the appropriate officers of this corporation may from time to time determine and shall render to the Coalition Chair and the Executive Committee, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of this corporation. He or she shall have all of the powers and shall perform all of the duties incident to the office of Treasurer and he shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Executive Committee or as provided by law.

The Coalition Treasurer shall have the following responsibilities:

- Participate in Executive Committee Meetings.
- Keep all financial records for the Coalition.
- Process all requests for reimbursement, payments and deposits as directed by the Executive Committee.
- Report financial status to the Executive Committee quarterly.
- Provide financial analysis for all Coalition Requests for Funding.
- Oversee the filing of any tax filings with the Internal Revenue Service and Franchise Tax Board, and any other required reports.

All money collected on behalf of the Coalition will be submitted to the Treasurer for transfer and tabulation into the Coalition Account.

All checks drawn from the Coalition Account must contain the signature of at least one of the following if less than or equal to \$2500, or two of the following if more than \$2500:

- 1) The Coalition Chair or;
- 2) The Coalition Vice-Chair or;
- 3) The Coalition Treasurer

Section 6. Coalition Secretary

1. Term of Office: The Coalition Secretary will serve for two years and assume office at the first Executive Committee meeting after the annual meeting on the even

numbered years. The Secretary may be appointed for more than one two-year term.

2. Responsibilities. The Secretary shall keep or cause to be kept at the principal executive office of this corporation or such other place as the Executive Committee may order, a book of minutes of all proceedings of the Voting Members and the Executive Committee, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Executive Committee's meetings, and the number of members present or represented at meetings of Voting Members; a record of Voting Members or a duplicate record of Voting Members showing the names of the Voting Members, their addresses and the membership type; copies of all Working Committee minutes submitted to the Executive Committee pursuant to Section 7D. The Secretary or, if he or she is absent or unable or refuses to act, any other officer of this corporation shall give or cause to be given notice of all the meetings of the Voting Members and the Executive Committee required by the Bylaws or by statute to be given, and he or she shall keep the seal of this corporation, if any, in safe custody. He or she shall have all of the powers and perform all of the duties incident to the office of Secretary, and he or she shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Executive Committee or as provided by California Nonprofit Law.

Section 7 Working Committee Chair

1. Term of office. Each Working Committee Chair shall serve for two years and assume office at the annual meeting. Working Committee Chairs may be appointed for more than one two-year term. Working Committee chairs of newly created committees may be selected by the Coalition Chair and ratified by the Executive Committee at any time.
2. Responsibilities. The Working Committee Chairs shall have the following responsibilities:
 - Chair Working Committee meetings.
 - Develop and determine agenda for all Working Committee meetings.
 - Represent the Working Committee as necessary to conduct Coalition business and fulfill the Mission of the Coalition.
 - Arrange and schedule teleconference calls with committee members.
 - Assure that minutes are produced, approved by the Working Committee and archived for each Working Committee meeting.
 - Review all items produced by the Working Committee.
 - Follow-up on individual Working Committee member assignments and responsibilities.
 - Present major Working Committee plans to the Executive Committee prior to their implementation by the Working Committee, and obtain approval prior to their implementation.

- Provide a Working Committee progress report at Executive Committee meetings as requested by the Coalition Chair.
- Consult and obtain prior approval from the Executive Committee regarding any financial needs for Working Committee activities.

Section 8 Working Committee Vice-Chair

1. Term of office. Each Working Committee Vice-Chair of existing committees shall serve for two years and assume office at the annual meeting. Working Committee Vice-Chairs may be appointed for more than one two-year term. Working Committee Vice-Chairs of newly created committees may be selected by the Coalition Chair and ratified by the Executive Committee at any time.
2. Responsibilities. The Working Committee Vice-Chairs shall have the following responsibilities:
 - Chair Working Committee meetings in the absence of the Chair.
 - Assist the Chair in developing and determining the agenda for all Working Committee meetings.
 - Represent the Working Committee as necessary to conduct Coalition business and fulfill the mission of the Coalition.
 - Arrange and schedule teleconference calls with committee members if the Chair is unable to do so.
 - Perform other duties as designated by the Executive Committee or Working Committee Chair.
 - Review all items produced by the Working Committee.
 - Collaborate with the Working Committee Chair to assure that committee-meeting minutes are produced, approved by the Working Committee and distributed to Working Committee members and to the Coalition Chair.
 - Follow-up on individual Working Committee member assignments and responsibilities.
 - Assist the Working Committee Chair during the course of Executive Committee meetings.

ARTICLE 7. COMMITTEES

Section 1. Executive Sub Committees

The Executive Committee may, by resolution adopted by a majority of the number of Executive Committee members then in office, provided that a quorum is present, create one or more sub committees, each consisting of two (2) or more Executive Committee members, to serve at the discretion of the Executive Committee. Appointments to such committees shall be by a majority vote of the Executive Committee members then in office. The Executive Committee may

appoint one (1) or more Executive Committee members as alternate members of any subcommittee, who may replace any absent member at any meeting of the subcommittee.

There is hereby established an Administrative Subcommittee of the Executive Committee comprised of the Coalition Chair, Coalition Vice-Chair, immediate Past Coalition Chair, Treasurer, Secretary, and the Chief of the California Diabetes Prevention and Control Program (or designee) (*Revised 12/04/03*). One other member of the Executive Committee selected by a majority vote of the Executive Committee may be added as needed or desired (*Added 12/04/03*). The Administrative Subcommittee shall assist the Coalition Chair and Coalition Vice-Chair in preparing materials and setting agendas for Executive Committee meetings and with the day-to-day administration of the Coalition and Coalition business between Executive Committee meetings, subject to the direction and review of the Executive Committee. The Administrative Subcommittee may meet at any place or time established by the Administrative Subcommittee.

Section 2. Rules

Sections 6 to 16 of Article 5 of these Bylaws shall also apply, with necessary changes in point of detail, to subcommittees exercising the authority of the Executive Committee, if any, and to actions by such subcommittees, except that (a) the first sentence of Section 9 of Article 5 shall not apply and a quorum of the committee shall be a majority of the authorized number of members of the subcommittee and except that (b) special meetings of a subcommittee may be called by any two members of the committee, unless otherwise provided by these Bylaws or by the resolution of the Executive Committee designating such committees. For such purpose, references to “the Executive Committee” shall be deemed to refer to each such subcommittee and references to “Executive Committee members” shall be deemed to refer to members of the subcommittee.

Section 3. Working Committees

Other committees not having and exercising the authority of the Executive Committee in the management of this corporation (“Working Committees”) may be designated by a resolution adopted by a majority of the Executive Committee members. Except as otherwise provided in such resolution, any member of this corporation may be a member of a Working Committee with the right to vote on matters coming before such Working Committee. Each such Working Committee may adopt rules for its own governance not inconsistent with the rules set forth by the Executive Committee in the resolution designating the Working Committee.

- A. Formation of Working Committees. The Coalition shall consist of Working Committees as determined by the Executive Committee. The existing Working Committees may be changed in nature, name or purpose by a simple majority vote of the Executive Committee.

The Working Committees are as follows:

- Advocacy Committee

- Membership Committee
- Education Committee
- Guidelines Committee

B. Purpose of Working Committees. The business and mission of the Coalition is to be carried out by the Working Committees of the Coalition as overseen and directed by the Executive Committee and the Coalition Chair.

C. Responsibilities of Working Committees. Each Working Committee shall meet on a regular basis as determined by the tasks to be completed, the respective Committee Chair and the Coalition Chair. Each Working Committee will develop a mission statement reflecting its defined area of expertise and purpose for submission to the Executive Committee for approval by a simple majority vote. No Working Committee may function unless its mission statement, and any changes to such mission statement, have been approved by the Executive Committee as described in this section. The Executive Committee may review or cause to be reviewed Working Committee mission statements at its discretion. Once approved by the Executive Committee, the Working Committee's mission statement and any changes shall be used to establish working agendas for the Working Committee. Minutes of Working Committee meetings shall be maintained and submitted, with a verbal or written summary, to the Executive Committee for review within a reasonable time after completion of Working Committee meetings. The Secretary shall keep, or cause to be kept, on file with the records of the Coalition, all submitted Working Committee minutes.

D. Limitations on Working Committees. The Working Committees shall not act in any manner which is in conflict with the Mission of the Coalition and shall comply with the restrictions set forth below:

1. Policy Against Conflicts of Interest. The Coalition and Working Committees shall not endorse any commercial products, businesses, or organizations, provided however, that the Executive Committee may endorse non-profit organizations or entities. The Coalition and Working Committees shall avoid any appearance of impropriety which might result from any such endorsement or apparent influence. Notwithstanding this paragraph, the Coalition and Working Committees shall not be limited in drafting and publicizing Position Statements, recommendations, and similar materials based upon scientific data properly reviewed by Working Committees and approved by the Executive Committee in order to advance its interest in reducing the impact of diabetes among California's diverse communities.

The Coalition and Working Committees, upon approval of the Executive Committee, may agree to accept donations in the form of educational grants, monies, services, or materials from commercial interests. However, the Coalition and Working Committees shall not do so in violation of the preceding paragraph.

- E. Working Committee Meetings. Each of these Working Committees will meet on a regular basis at the direction of the Chair of the Coalition and the respective Working Committee Chair.
- F. Dissolution of a Working Committee The dissolution, or placing on inactive status or reactivation of a Working Committee will be determined pursuant to a majority vote of the Executive Committee.

ARTICLE 8. PROCESS AND REASONS FOR REMOVAL OR RECLASSIFICATION OF OFFICERS OR MEMBERS

Section 1. Reasons for Removal or Reclassification of a Member or Officer

A member of the Coalition may be removed or suspended for one or more of the following reasons:

- 1) Acting with malicious disregard for the Bylaws.
- 2) Conducting themselves in such a manner as is likely to bring public disregard to the Coalition.
- 3) Embezzling Coalition funds.
- 4) Failing to act to fulfill their responsibilities pursuant to the Coalition Bylaws.
- 5) Other legal reasons as determined by the Executive Committee.

Section 2. Process for Removal or Reclassification of a Member

Any member of the Executive Committee may request the Coalition Chair to place on an Executive Committee agenda the consideration for removal, reclassification or suspension of a Coalition member. The request must be in writing and must identify the specific reason for this request. The request must also describe any evidence of the purported reason for removal or reclassification. If the Coalition Chair finds that the request has merit, the Coalition Chair must appoint a Removal Committee, consisting of two (2) members of the Executive Committee and one (1) member of the Coalition who is not a member of the Executive Committee. The Removal Committee shall present the written request to the member in question, who shall have fifteen (15) days to respond in writing to the issues and/or charges. If the Removal Committee determines that the request is supported by the evidence and not sufficiently contradicted by the member, it shall make a recommendation along with a presentation of its findings and the evidence, including the written request and the member's response, to the Executive Committee. A member may be removed, reclassified or suspended by a majority vote of the Executive Committee. The decisions of the Executive Committee are final, without the possibility of appeal or reconsideration, except as provided by law. Additionally, the Executive Committee may send a written confirmation of interest to any member who has not participated in Coalition activities for over one year, and may remove or reclassify any member not responding or indicating a withdrawal of interest. The Membership Committee may change the status of any

Individual or Organizational Member from Active to Associate Member if they have not fulfilled the requirements of active membership (*Added 4/1/04*).

Section 3. Process for Removal of an Officer

Any member of the Executive Committee may request the Coalition Chair to place on an Executive Committee agenda the consideration for removal of a Coalition officer. Alternatively, the request may be made in the manner described for the conduct of Special Meetings of the Executive Committee at Article 5, Section 7. The request must be in writing and must identify the specific reason for the request. The request must also describe any evidence of the purported reason for removal.

If the request is with regard to an officer other than the Coalition Chair and the Coalition Chair finds that the request may have merit, the Coalition Chair must then appoint a Removal Committee consisting of two members of the Executive Committee and one member of the Coalition who is not a member of the Executive Committee. The Removal Committee shall present the written request to the officer in question who shall have two weeks to respond in writing to the issues and/or charges. If the Removal Committee determines that the request is supported by the evidence and not sufficiently contradicted by the officer, it shall make a recommendation along with the presentation of the evidence to the Executive Committee. An officer may be removed by a majority vote of the Executive Committee. The decision(s) of the Executive Committee are final, without the possibility of appeal or reconsideration.

If the officer in question is the Coalition Chair, the request shall be submitted to the Coalition Vice-Chair who shall appoint a Removal Committee in the manner described above; the Removal Committee shall follow the same procedure as described above. The Coalition Vice-Chair may not sit on a Removal Committee to remove the Coalition Chair and may not vote in this circumstance.

Section 4. Duality of Interest

- A. It is the policy of the Coalition to promote fairness and propriety in its financial dealings and to avoid conflicts of interest and the appearance of conflicts of interest in its affairs.
- B. "Interested Persons" shall include Members, and/or officers of the Coalition with a Financial Interest. A "Financial Interest" shall include (1) an ownership or investment interest in any entity with which the Coalition has, or is contemplating, a transaction or arrangement; (2) a compensation arrangement with the Coalition and/or any entity or individual with which the Coalition has, or is contemplating, a transaction or arrangement; (3) an ownership or financial interest in any entity the business of which may be affected by contemplated activities of the Coalition; (4) a compensation arrangement with any entity the business of which may be affected by contemplated activities of the Coalition.

- C. A compensation arrangement shall include direct and indirect remuneration, as well as substantive gifts and favors.
- D. Interested Persons shall disclose the existence and nature of any Financial Interest to the Coalition Chair in writing wherever such an interest does or may exist in connection with a transaction or arrangement being contemplated by the Coalition. In the case of the Coalition Chair, the disclosure shall be made in writing to the Coalition Vice-Chair.
- E. Interested Persons shall not vote on matters which may meaningfully impact their Financial Interest.
- F. Where the Coalition Chair or a majority of the members present during a meeting of the Executive Committee believe that the Interested Person has a conflict which is substantial, the Interested Person may be excluded from discussions involving issues pertaining to the Financial Interest.
- G. All members (Active, Associate, Individual and Organizational) and/or officers of the Coalition agree to abide by the guidelines regarding Conflict of Interest and Duality of Interest contained in these Bylaws upon joining the Coalition and for the duration of their membership in the Coalition.

ARTICLE 9. RELATIONSHIP TO THE DIABETES PREVENTION AND CONTROL PROGRAM

The Coalition shall maintain an ongoing collaborative working relationship with the Diabetes Prevention and Control Program of the California Department of Health Services to fulfill the mission of the Coalition, and support the mission of the Diabetes Prevention and Control Program. The Chief of the Diabetes Prevention and Control Program, or their designee, shall be an ex-officio member of the Executive Committee with the right to vote, to the extent permitted by state and federal regulations.

The extent and manner of support provided by the Diabetes Prevention and Control Program to the Coalition shall be determined on an ongoing basis, taking into consideration the resources available. There shall be no competition for funds between the Coalition and the Diabetes Prevention and Control Program or Coalition members.

ARTICLE 10. COALITION LIAISONS

The Coalition Chair may designate a member to represent the Coalition in non-Coalition meetings, conferences, or other activities.

- A. Term of Appointment. Two years which may be extended at the discretion of, the Executive Committee.

B. Responsibilities. The Committee Liaisons shall have the following responsibilities:

- Represent the Coalition to a specific group, organization or activity in non-Coalition meetings, conferences and/or activities.
- Report to the Executive Committee regarding liaison activities as directed by the Executive Committee.

C. Qualifications: A liaison must meet the following criteria:

- Be a member in good standing of the Coalition.
- Have the background and/or strong interest in the issues related to the identified specific group to which the member is to act in a liaison capacity on behalf of the Coalition.
- Be willing and able to attend all appropriate meetings of the specific group (other coalitions) to which he/she is to act as liaison on behalf of the Coalition.
- Be familiar and act in accordance with the Coalition's positions and/or policies on key issues related to the specific group.

ARTICLE 11. AMENDMENTS TO THESE BYLAWS

Section 1. Process for Bylaws Amendments

Subject to the requirements of the California Nonprofit Law, which allows these Bylaws to be amended or repealed by approval of the Voting Members, these Bylaws may be amended through the following process:

- A. Amendment Proposed by Becoming an Agenda Item. Any member may petition the Coalition Chair to present a Bylaws amendment to the Executive Committee by sending a written request to the Coalition Chair to make the proposed amendment an agenda item at the next meeting of the Executive Committee. The Coalition Chair may in his or her sole discretion decide to make the proposed amendment an agenda item at the next scheduled meeting of the Executive Committee. If the Coalition Chair does not make the proposed amendment an agenda item at the next scheduled meeting of the Executive Committee, the proposed amendment shall become an agenda item of the subsequent scheduled meeting of the Executive Committee, and the Coalition Chair must promptly inform the member of the decision.
- B. Amendment Considered. Once a proposed amendment becomes an agenda item before the Executive Committee, the Executive Committee shall determine whether the proposed amendment merits serious consideration by taking a majority vote among the members present at the meeting of the Executive Committee. If the majority of the members of the Executive Committee present at the meeting determine that the proposed amendment merits serious consideration, the Chair shall nominate Coalition members to form an ad-hoc committee to evaluate the proposed amendment

(“Amendment Committee”). The Amendment Committee shall be approved by a majority vote of the Executive Committee. After the Amendment Committee has had a reasonable opportunity to consider the proposed amendment, it shall submit a written statement regarding the proposed amendment to the Executive Committee for a final vote. The written statement must include the precise wording of the proposed amendment as proposed by the Amendment Committee and may include additional comments such as arguments in favor or opposed which the Amendment Committee deems necessary or advisable for consideration of proposed amendment. The initial sponsor of the proposed amendment may include a written statement of no more than one page in support of the proposed amendment, which shall be submitted to the Executive Committee with the written statement from the Amendment Committee.

- C. Amendments Considered by Working Committees. The written statement as described in the foregoing paragraph shall be sent to all members of the Executive Committee. Each Working Committee Chair and Vice-Chair sitting on the Executive Committee shall describe and discuss the proposed amendment with their Working Committee members at a meeting of their committees prior to the vote on a proposed amendment and shall seriously weigh the opinions expressed by their Working Committee as they determine how they shall vote with regard to the proposed amendment.
- D. Final Vote on Proposed Amendments. A final vote on a proposed amendment shall be made at a meeting of the Executive Committee in which a quorum of its members is present. The amendment shall be added to the Bylaws if approved by a majority of the Executive Committee.

ARTICLE 12. PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of “Robert’s Rules of Order Revised” will govern meetings of the Coalition and all committees in all cases in which they are applicable and in which there are no inconsistencies with these Bylaws.

ARTICLE 13. MISCELLANEOUS

Section 1. Contracts

The Executive Committee may authorize any officer or officers to be agent or agents of this corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, of this corporation as specified in Article 6, Section 5.

Section 3. Deposits

All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Executive Committee may select.

Section 4. Donations

Subject to the limitations of Article 7, Section 3(D)(1), the Coalition Chair is authorized to accept donations which support the purposes of this corporation as set forth in the articles of incorporation of this corporation whether such donation is for a specific project or projects or is for the general support of this corporation's programs, provided however that the Coalition shall not solicit donations or participate in any general fundraising activities. There shall be no competition for funds between the Coalition and the Diabetes Prevention and Control Program or Coalition members.

Section 5. Representation of Corporate Shares

The Coalition Chair, Vice Chair, Treasurer, or Secretary of this corporation is authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority hereby granted to said officers to vote or represent on behalf of this corporation any and all shares held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officers.

ARTICLE 14. BOOKS AND RECORDS

This corporation shall keep at its principal office or such other place as the Executive Committee may order in this state, if any, the original or a copy of its articles and Bylaws as amended to date, which shall be open to inspection by members at all reasonable times during office hours.

This corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its Voting Members, Executive Committee and committees of the Executive Committee and shall also keep a record of the names and addresses of the members entitled to vote. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

All other books and records of this corporation may be inspected by any voting member, or his agent or attorney for any proper purpose at any reasonable time. Members shall have all other inspection rights as provided by and subject to the provisions of the Nonprofit Corporation Law.

Any right of inspection includes the right to copy and make extracts and extends to the records of each subsidiary of this corporation, if any.

ARTICLE 15. ANNUAL AND OTHER REPORTS

Section 1. Annual Statement of Certain Transactions

This corporation shall furnish annually to its Voting Members and Executive Committee members, within one hundred twenty (120) days after the close of this corporation's fiscal year, a statement which briefly describes each of the following transactions, if any:

(a) Any "covered transaction" during the previous fiscal year, or which was one of a number of "covered transactions" in which the same "interested person" had a direct or indirect material financial interest. The description of such "covered transactions" should include the names of the "interested persons" involved in such transactions, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and

(b) Any indemnification or advance aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or Executive Committee member of this corporation pursuant to the Law (presently Section 5238) providing for the indemnification of officers and Executive Committee members; provided that no such report need be made in the case of indemnification approved by the Voting Members. The amount and circumstances of such indemnification should be stated.

Within the meaning of this section, a "covered transaction" means a transaction with an "interested person" as defined in Article 8, Section 4(b).

The statement required by this section shall be included in an annual report prepared pursuant to Section 2 of this article.

Section 2. Financial Information

The Executive Committee shall cause an annual report to be sent to the Voting Members and Executive Committee members within one hundred twenty (120) days after the close of this corporation's fiscal year, a report containing in appropriate detail the following information:

(a) The assets and liabilities, including the trust funds, of this 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 or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 1 of this article.

The report required by this section 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 audit from the books and records of this corporation.

If this corporation receives less than twenty-five thousand dollars (\$25,000) in gross revenues or receipts during the fiscal year, a report with the information required by this section need be sent to the Voting Members only if they request such report in writing.

ARTICLE 16. INDEMNIFICATION OF AGENTS

This corporation shall, to the maximum extent permitted by law, indemnify each of its present or former Executive Committee members, officers, members, and agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was a Executive Committee member or officer of, or was or is a member or agent acting on behalf of, this corporation; provided that the Executive Committee determines that such Executive Committee member, officer, member or agent was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes an action brought by or in the right of this corporation and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, this corporation is prohibited by the Law from indemnifying its Executive Committee members, officers, members or agents against judgments, fines, settlements and other amounts, this corporation shall nevertheless indemnify each of its Executive Committee members, officers, members or agents against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a Executive Committee member or officer of, or member or agent acting on behalf of, this corporation; provided that the Executive Committee determines that such Executive Committee member, officer, member or agent was acting in good faith and in a manner such person believed to be in the best interests of this corporation and with

such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the Executive Committee member, officer, member or agent to repay the amount of the advance unless it is determined ultimately that the Executive Committee member, officer, member or agent is entitled to be indemnified as authorized in this article or by law.

The Executive Committee may authorize this corporation to purchase and maintain insurance on behalf of any Executive Committee member, officer, member or agent against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against such liability.

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be a Executive Committee member, officer, or member of this corporation. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE 17. LIMITATION OF LIABILITY

Section 1. Limitation of Liability of Volunteer Executive Committee members and Volunteer Executive Officers to Third Parties

There shall be no personal liability to a third party on the part of a volunteer Executive Committee member or volunteer executive officer caused by the Executive Committee member's or officer's negligent act or omission in the performance of that person's duties as a Executive Committee member or officer, if all of the following conditions are met:

- (a) The act or omission was within the scope of the Executive Committee member's or executive officer's duties;
- (b) The act or omission was performed in good faith;
- (c) The act or omission was not reckless, wanton, intentional, or grossly negligent; and
- (d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a Executive Committee member's and officer's liability policy, or personally to the Executive Committee member or executive officer, if and only to the extent required by law.

“Volunteer” means the rendering of services without compensation.

“Compensation” means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a Executive Committee member or executive officer, or honoraria and other payments received from a third party by an Executive Committee member or executive officer acting in their individual capacity, does not affect that person’s status as a volunteer with the meaning of this Section 1.

“Executive officer” means all of the Officers of the corporation, and the Chief of the Diabetes Prevention and Control Program (or the Chief’s designee).

Nothing in this Section 1 shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer Executive Committee member or volunteer executive officer.

This Section 1 does not eliminate or limit the liability of a Executive Committee member or officer for any of the following:

- (a) As provided in Section 5233 or 5237; or
- (b) In any action or proceeding brought by the Attorney General.

Nothing in this Section 1 creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a Executive Committee member or officer.

Section 2. Limitation of Liability of Certain Executive Committee members

Except as provided in Section 5233 or 5237, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid Executive Committee member, including any nonpaid Executive Committee member who is also a nonpaid officer, of this corporation based upon any alleged failure to discharge the person’s duties as Executive Committee member or officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith;
- (b) The duties are performed in a manner such Executive Committee member believes to be in the best interests of the corporation; and
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3. Limitation of Liability of Volunteers

To the maximum extent allowed under law, there shall be no personal liability to a third party on the part of a volunteer member of the Coalition, arising by reason of the fact that any such person is or was a volunteer member or agent acting on behalf of this corporation; provided that such

acts or omissions within the scope of such volunteers duties, and that the act or omission was not reckless, wanton, intentional or grossly negligent.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of _____, a California nonprofit corporation, and that the above Bylaws, consisting of _____ pages, are the Bylaws of this corporation as adopted at a meeting of the Executive Committee on _____, 2002 and at a meeting of Voting Members on _____, 2002.

Dated: _____, 2002.

Secretary