

Bylaws of

Los Angeles Hospitals and Institutions, Inc

A California Nonprofit Public Benefit Corporation

TABLE OF CONTENTS

ARTICLE 1 NAME 1

 SECTION 1.1 CORPORATE NAME 1

ARTICLE 2 OFFICES 1

 SECTION 2.1 PRINCIPAL OFFICE 1

 SECTION 2.2 OTHER OFFICES 1

ARTICLE 3 PURPOSES 1

 SECTION 3.1 GENERAL PURPOSE 1

 SECTION 3.2 SPECIFIC PURPOSE 1

ARTICLE 4 LIMITATIONS 1

 SECTION 4.1 POLITICAL ACTIVITIES 1

 SECTION 4.2 PROHIBITED ACTIVITIES 1

ARTICLE 5 DEDICATION OF ASSETS..... 2

 SECTION 5.1 PROPERTY DEDICATED TO NONPROFIT PURPOSES 2

 SECTION 5.2 DISTRIBUTION OF ASSETS UPON DISSOLUTION 2

ARTICLE 6 MEMBERSHIPS..... 2

 SECTION 6.1 MEMBERS 2

 SECTION 6.2 NON-VOTING MEMBERS 2

ARTICLE 7 DIRECTORS. 2

 SECTION 7.1 NUMBER AND QUALIFICATIONS 2

 7.1.1 Number 3

 7.1.2 Qualifications 3

 SECTION 7.2 CORPORATE POWERS EXERCISED BY BOARD 3

 SECTION 7.3 TERMS; ELECTION OF SUCCESSORS 3

 SECTION 7.4 VACANCIES 3

 7.4.1 Events Causing Vacancy 3

 7.4.2 Removal 3

 7.4.3 No Removal on Reduction of Number of Directors 3

 7.4.4 Resignations 4

 7.4.5 Election to Fill Vacancies 4

 SECTION 7.5 REGULAR MEETINGS 4

 SECTION 7.6 SPECIAL MEETINGS 4

 SECTION 7.7 NOTICE OF MEETINGS 4

 7.7.1 Manner of Giving 4

 7.7.2 Time Requirements 4

 7.7.3 Notice Contents 5

 SECTION 7.8 PLACE OF BOARD MEETINGS 5

 7.8.1 Meetings by Telephone or Similar Communication Equipment 5

 SECTION 7.9 QUORUM AND ACTION OF THE BOARD 5

 7.9.1 Quorum 5

 7.9.2 Minimum Vote Requirements for Valid Board Action 5

 7.9.3 When a Greater Vote Is Required for Valid Board Action 5

 SECTION 7.10 WAIVER OF NOTICE 5

 SECTION 7.11 ADJOURNMENT 6

 SECTION 7.12 NOTICE OF ADJOURNMENT 6

 SECTION 7.13 CONDUCT OF MEETINGS 6

 SECTION 7.14 ACTION WITHOUT MEETING 6

SECTION 7.15	FEES AND COMPENSATION OF DIRECTORS	6
SECTION 7.16	NON-LIABILITY OF DIRECTORS	6
SECTION 7.17	EMERGENCY BYLAWS	6
7.17.1	When Applicable	7
7.17.2	Emergency Actions	7
ARTICLE 8	COMMITTEES	7
SECTION 8.1	COMMITTEES OF DIRECTORS	7
SECTION 8.2	MEETINGS AND ACTION OF BOARD COMMITTEES	8
SECTION 8.3	QUORUM RULES FOR BOARD COMMITTEES	8
SECTION 8.4	REVOCAION OF DELEGATED AUTHORITY	8
SECTION 8.5	NONPROFIT INTEGRITY ACT/AUDIT COMMITTEE	8
SECTION 8.6	ADVISORY COMMITTEES	9
ARTICLE 9	OFFICERS	9
SECTION 9.1	OFFICERS	9
SECTION 9.2	ELECTION OF OFFICERS	9
SECTION 9.3	REMOVAL OF OFFICERS	9
SECTION 9.4	RESIGNATION OF OFFICERS	9
SECTION 9.5	VACANCIES IN OFFICES	9
SECTION 9.6	RESPONSIBILITIES OF OFFICERS	9
9.6.1	Chairperson of the Board	9
9.6.2	Secretary	10
9.6.3	Treasurer	10
9.6.4	Additional Officers	12
SECTION 9.7	COMPENSATION OF OFFICERS	20
ARTICLE 10	TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS . 20	
SECTION 10.1	TRANSACTIONS WITH DIRECTORS AND OFFICERS	20
10.1.1	Interested Party Transactions	20
10.1.2	Requirements to Authorize Interested Party Transactions	20
10.1.3	Material Financial Interest	21
SECTION 10.2	LOANS TO DIRECTORS AND OFFICERS	21
SECTION 10.3	INTERLOCKING DIRECTORATES	21
SECTION 10.4	DUTY OF LOYALTY; CONSTRUCTION WITH ARTICLE 11	22
ARTICLE 11	INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS . .22	
SECTION 11.1	DEFINITIONS	22
11.1.1	“Agent”	22
11.1.2	“Proceeding”	22
11.1.3	“Expenses”	22
SECTION 11.2	APPLICABILITY OF INDEMNIFICATION PROVISIONS	22
11.2.1	Successful Defense by Agent	22
11.2.2	Settlement or Unsuccessful Defense by Agent	22
SECTION 11.3	ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION	22
11.3.1	Scope of Indemnification in Third Party Proceedings	22
11.3.2	Required Standard of Conduct for Indemnification in Third Party Proceedings	23
SECTION 11.4	ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION	23
11.4.1	Scope of Indemnification in Proceeding By or On Behalf Of the Corporation	23
11.4.2	Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the Corporation	23
11.4.3	Claims Settled Out of Court	23
11.4.4	Claims and Suits Awarded Against Agent	23
SECTION 11.5	DETERMINATION OF AGENT’S GOOD FAITH CONDUCT	24
SECTION 11.6	LIMITATIONS	24
SECTION 11.7	ADVANCE OF EXPENSES	24

SECTION 11.8	CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS	24
SECTION 11.9	INSURANCE	24
ARTICLE 12	CORPORATE RECORDS, REPORTS AND SEAL	24
SECTION 12.1	MINUTE BOOK	24
SECTION 12.2	BOOKS AND RECORDS OF ACCOUNT	25
SECTION 12.3	ARTICLES OF INCORPORATION AND BYLAWS.....	25
12.3.1	Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.	25
SECTION 12.4	ANNUAL REPORT; STATEMENT OF CERTAIN TRANSACTIONS	25
SECTION 12.5	DIRECTORS' RIGHTS OF INSPECTION	25
SECTION 12.6	CORPORATE SEAL	25
ARTICLE 13	EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.....	26
SECTION 13.1	EXECUTION OF INSTRUMENTS	26
SECTION 13.2	CHECKS AND NOTES	26
SECTION 13.3	DEPOSITS	26
SECTION 13.4	GIFTS	26
ARTICLE 14	CONSTRUCTION AND DEFINITIONS	26
ARTICLE 15	AMENDMENTS.....	26
SECTION 15.1	AMENDMENT BY DIRECTORS	26
CERTIFICATE OF SECRETARY		27

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this corporation is Los Angeles Hospitals and Institutions, Inc (the “Corporation”).

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board.

Section 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 3 PURPOSES

Section 3.1 General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for public purposes and charitable purposes.

Section 3.2 Specific Purpose

The specific purpose of the Corporation shall include without limitation, free distribution of literature.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities

This corporation is organized and operated exclusively for the purposes set forth in Article 3 hereof within the meaning of Internal Revenue Code section 501(c)(3). No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 4.2 Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes

The property of this corporation is irrevocably dedicated to public purposes and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for public purposes and charitable purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE 6 MEMBERSHIPS

Section 6.1 Members

The Corporation shall have one class of members within the meaning of section 5056 of the California Nonprofit Corporation Law, with the right to vote on (i) the election of directors, (ii) dissolution, (iii) merger, and (iv) the disposition of all or substantially all the corporate assets.

To qualify for membership, a person must (1) be an A.A. member who attends a Southern California A.A. group; (2) have attended the Corporation's orientation meeting for members; and (3) be sober for a minimum of six months (unless under sponsor approval). To qualify to vote, members must be present at the membership meeting at the time a vote is taken.

Any member is disqualified from membership if any of the following occurs:

1. Loss of member's sobriety. Membership requirements will have to be reestablished;
2. Refusal to abide by any of the Corporation's Bylaws, rules, and/or guidelines;
3. Refusal to abide by the rules and regulations of an institution being served;
4. Soliciting for or recommending to a confined person any specific facility or treatment program;
5. The promotion of a member's private business through the use of any Corporation information and/or activities;
6. Aggressive, uncooperative, or disrespectful behavior;
7. Sexual harassment; or
8. Belittling a doctor or psychiatrist. It is the policy of the Corporation to cooperate with medical professionals. We never comment on a person for following a doctor's orders.

Section 6.2 Non-Voting Members

The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not "members" of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

ARTICLE 7 DIRECTORS

Section 7.1 Number and Qualifications

7.1.1 Number

The authorized number of directors of the Corporation (“Directors”) shall be five: a Chairperson who shall be the immediate past Membership Director, and four elected members.

7.1.2 Qualifications

Directors must have four years of continuous sobriety, three years of continuous Corporation service in an appointed or elected position, and be a resident of California.

Section 7.2 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the “Articles”), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the “Board”). The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.3 Terms; Election of Successors

The Chairperson shall serve a term of one calendar year. The remaining Directors shall be elected for two-year terms. Opening nominations shall be held at the October membership meeting, with closing nominations and elections held at the November membership meeting. The procedures shall include (1) a reasonable means of nominating persons for election as Directors; (2) a reasonable opportunity for a nominee to communicate the nominee’s qualifications and the reasons for the nominee’s candidacy to the members; and (3) a reasonable opportunity for all nominees to solicit votes. Two Directors shall be elected each year for terms to begin on January 1st. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. Directors may serve up to three full terms.

Section 7.4 Vacancies

7.4.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

7.4.2 Removal

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law. The Board may by resolution declare vacant the office of a Director who fails to attend two consecutive Board meetings without a legitimate excuse. The Board may by a majority vote of the Directors who meet all of the required qualifications to be a Director set forth in Section 7.1.2, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director’s current term of office. Directors may be removed without cause by unanimous vote of the other Directors then in office or by a majority of the members.

7.4.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director’s term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

7.4.4 Resignations

Except as provided in this Section 7.4.4, any Director may resign by giving written notice to the Chairperson, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

7.4.5 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

Section 7.5 Regular Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting may be sometimes referred to in these Bylaws as the "annual meeting." The Corporation's annual meeting shall be held in January. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

Section 7.6 Special Meetings

Special meetings of the Board for any purpose may be called at any time by the Chairperson, or the Secretary, or any two Directors.

Section 7.7 Notice of Meetings

7.7.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 7.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- (a) Personal delivery of oral or written notice;
- (b) First-class mail, postage paid;
- (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- (d) Facsimile, electronic mail ("e-mail"), or other means of electronic transmission unless the recipient previously refused to accept notices in this manner.

All such notices shall be given or sent to the Director's address, phone number, facsimile number, or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one regular meeting.

7.7.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail, or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

7.7.3 Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

Section 7.8 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

7.8.1 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 7.9 Quorum and Action of the Board

7.9.1 Quorum

A majority of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.11.

7.9.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors then in office, at a meeting duly held at which a quorum is present, is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation 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 Directors from the meeting, if any action taken is approved by at least a majority of the Directors then in office.

7.9.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 10.1 (provided that the vote of any interested Director(s) is not counted); and
- (b) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 8.1.

Section 7.10 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest, or by e-mail.

- Section 7.11 Adjournment
A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
- Section 7.12 Notice of Adjournment
Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the 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 7.13 Conduct of Meetings
Meetings of the Board shall be presided over by the Chairperson, or, if there is no Chairperson or the Chairperson is absent, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.
- Section 7.14 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, individually or collectively, consent in writing to the action. For the purposes of this Section 7.14 only, “all members of the Board” shall not include any “interested Director” as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
- Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail, or any other reasonable method satisfactory to the Chairperson.
- Section 7.15 Fees and Compensation of Directors
The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, before or after the expense is incurred, in reasonable amounts as approved by the Board.
- Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be “interested persons” which, for purposes of this Section 7.15 only, 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 Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
 - (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- Section 7.16 Non-Liability of Directors
The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
- Section 7.17 Emergency Bylaws

7.17.1 When Applicable

Notwithstanding anything to the contrary herein, Section 7.17 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 7.7 and 7.9:

- (a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;
- (b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- (c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- (d) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

7.17.2 Emergency Actions

In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

- (a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
- (b) Relocate the principal office or authorize the officers to do so.

During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

- (a) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Section 7.7
- (b) Deem that one or more officers present at a board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE 8 COMMITTEES

Section 8.1 Committees of Directors

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees ("Committees"), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board or on any Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

- (f) appoint any other Committees or the members of these Committees;
- (g) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) approve any transaction (i) between the Corporation and one or more of its Directors, or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest unless the conditions of Section 10.1.2.2 are satisfied.

Section 8.2 Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 concerning meetings of Directors, with such changes in the context of Article 7 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 8.3 Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 8.4 Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 8.5 Nonprofit Integrity Act/Audit Committee

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or chief executive officer or the Treasurer or chief financial officer (if any). If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) make recommendations to the Board on the hiring and firing of the CPA;
- (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- (c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and

(d) if requested by the Board, negotiate the CPA's compensation on behalf of the Board.

Section 8.6 Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE 9 OFFICERS

Section 9.1 Officers

The officers of the Corporation ("Officers") shall be a Chairperson, a Secretary, and a Treasurer. Other than the Chairperson, these persons may, but need not be, selected from among the Directors. The Board shall have the power to designate additional Officers, including a Vice President, who also need not be Directors, with such duties, powers, titles and privileges as the Board may fix, including such Officers as may be appointed in accordance with Section 9.6. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the Chairperson, and any other exceptions stated in these Bylaws.

Section 9.2 Election of Officers

The Officers, except those appointed in accordance with Section 9.6, or unless otherwise stated in these Bylaws, shall be elected by the Board at the annual meeting of the Corporation for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers may be elected for two full terms.

Section 9.3 Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

Section 9.4 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

Section 9.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the Chairperson or one appointed in accordance with Section 9.6, such vacancy shall be filled by appointment by the Chairperson until the end of the then-current term.

Section 9.6 Responsibilities of Officers

9.6.1 Chairperson of the Board

The Chairperson of the Board (the "Chairperson"), if any, shall be a Director and shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to her or him by the Board or prescribed by these Bylaws. Such duties include:

1. Prepare an agenda for and preside at each Board meeting;
2. Maintain an up-to-date set of Bylaws changes, recording all additions, deletions, and revisions;

3. Provide a supplemental list of Bylaws changes, if any, to the Committee as needed;
4. Provide the master copy of the Bylaws (revised, current, and in order) to the incoming Chairperson;
5. Ensure that a master copy of the Bylaws is posted on the website; and
6. Review required filings for accuracy prior to submission.
7. Direct the changing of all Corporation passwords at the beginning of each year and control who receives the new password(s).

9.6.2 Secretary

The secretary of the Corporation (the “Secretary”), who if appointed to this position must resign from any other position (except Panel Leader). The Secretary acts as Secretary for the Board and may be appointed and/or removed by the Chairperson. The candidate must have a minimum of two years of continuous sobriety and at least one year of continuous Corporation membership prior to election. The term is for two years and may be re-appointed. The Secretary shall attend to the following:

9.6.2.1 Bylaws

The Secretary shall certify and keep the original or a copy of these Bylaws as amended to date.

9.6.2.2 Minute Book

The Secretary shall keep or cause to be kept a minute book as described in Section 12.1. The Secretary shall take minutes of the Board meetings and transmit drafts of such minutes by e-mail to the Chairperson within seven days after the meeting.

9.6.2.3 Notices

The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

9.6.2.4 Corporate Records

Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.

9.6.2.5 Corporate Seal and Other Duties

The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

9.6.3 Treasurer

The treasurer of the Corporation (the “Treasurer”), who shall be elected by the membership to a two-year term beginning January 1st, and may be reelected. Opening nominations shall be held at the October membership meeting, with closing nominations and election held at the November membership meeting. An individual who is elected or appointed to this position must resign from any other position (except Panel Leader) before assuming office. This individual must have three years of continuous sobriety and two years of continuous Corporation service. Duties and responsibilities include:

- (1) Act as Treasurer for the Board;
- (2) Attend monthly membership meetings, and attend Board meetings at least every other month;
- (3) Account for all monies of the Corporation in accordance with these Bylaws;
- (4) Pay the Corporation’s bills;
- (5) Keep a separate accounting of the General Fund and the Literature Fund;
- (6) Maintain the Corporation’s bank accounts;

- (7) At the Board's direction, transfer funds between the Literature Fund and the General Fund;
- (8) Receive a monthly accounting report from the Literature Fund Chairperson; collect the Literature Fund Group Contributions Report from Literature Fund Chairperson;
- (9) Prepare a monthly financial disclosure statement accounting for all Corporation receipts and expenditures; and
- (10) Submit a copy of the monthly financial disclosure statement in electronic format to the Newsletter Editor for publication;

9.6.3.1 Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall keep and maintain separately a General Fund and a Literature Fund.

General Fund expenditures include facility rental, mailbox rental, meeting expenses, membership meeting forms, meeting refreshments, meeting set-up, clean-up, and maintenance charges, storage facility fees, bank fees, raffle supplies and expenses, newsletter printing fees, expenses other than those paid by the Literature Fund, legal expenditures, insurances, accounting/tax fees, corporate-related expenses, and miscellaneous expenditures necessary to conduct the Corporation's meetings and activities. The General Fund Prudent Reserve shall be three months of general expenditures. In December of each year, the Board shall evaluate the General Fund Prudent Reserve and may authorize the Treasurer to transfer any amount in excess of six months of general expenditures to the Literature Fund. In the event that the General Fund Prudent Reserve drops below two months of general expenditures, the Board may authorize the Treasurer to transfer an amount into the General Fund from the Literature Fund, so that the General Fund Prudent Reserve is equal to three months of general expenditures, except if prohibited by law.

Literature Fund expenditures include all brochures and literature including panel literature. Funds should not be used for any purpose other than those stipulated. The Literature Fund Prudent Reserve shall be up to three months of average literature fund collections. The average shall take into account literature fund collections for the previous twelve months. This prudent reserve policy considers that there are significant fluctuations in monthly literature fund donations. An approximate three-month reserve gives the Corporation enough of a cushion to stabilize purchase levels, so that the same amount of literature can be provided to each panel each month, without shortages in any month. If the Literature Fund balance increases above the approximate three-month reserve, the Board shall authorize increased spending for literature, as deemed appropriate.

9.6.3.2 Financial Reports

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The Treasurer shall also make a report to the Board at its regular meetings.

9.6.3.3 Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the Chairperson and

Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

9.6.3.4 Bond

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

9.6.4 Additional Officers

The Board may empower the Chairperson or others to elect, appoint, or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine. Such Officers include:

- (a) Membership Director, who shall be elected by the membership to a one-year term beginning January 1st and is not eligible for re-election for another five years. Opening nominations shall be held at the October membership meeting, with closing nominations and election held at the November membership meeting. An individual who is elected or appointed to this position must resign from any other position (except Panel Leader) before assuming office. This individual must have four years of continuous sobriety and three years of continuous Corporation service including one year as an Area Supervisor prior to election. At the end of the Membership Director's term, they then become the Board Chairperson for the following calendar year. Duties and responsibilities include:
 - (1) Responsible for overseeing Panel Leader attendance as reported by the Corrections Director and Hospitals Director and taking appropriate action if needed;
 - (2) Fill all appointed positions;
 - (3) Coordinate and direct all membership activities;
 - (4) Consult with Directors, Officers, and members to stay informed of all Corporation activities;
 - (5) Attend all Board meetings, and act as liaison between the Board and the membership;
 - (6) Attend the monthly Supervisors Meetings;
 - (7) Distribute the Bylaws to those filling elected service positions;
 - (8) Coordinate the rental facilities for the membership meetings, Area Supervisors' meetings, and orientation meetings; and
 - (9) Submit monthly newsletter column.

- (b) Hospitals Director, who shall be elected by the membership to a two-year term beginning January 1st. Opening nominations shall be held at the October membership meeting, with closing nominations and election held at the November membership meeting. An individual who is elected or appointed to this position must resign from any other position (except Panel Leader) before assuming office. This individual must have four years of continuous sobriety and three years of continuous Corporation service as a hospital Panel Leader (including one year as a Panel Chair or Area Supervisor). Duties and responsibilities include:
 - (1) Ensure that all panels and panel grids are current;
 - (2) Administer the activities of all panels pertaining to hospitals and treatment centers;
 - (3) Prepare and maintain accurate and current records of all hospitals and treatment centers;

- (4) Develop new and revised operating procedures for panels, and present them to the Board for approval;
- (5) Appoint and, when necessary, remove Area Supervisors, Panel Chairs, and Panel Leaders;
- (6) Direct the removal of panel members in those cases where removal is warranted and the Panel Chairs and/or Panel Leaders fail to take action;
- (7) Attend all membership meetings;
- (8) Conduct monthly Hospitals Area Supervisors meeting;
- (9) Attend all Board meetings;
- (10) Provide monthly to the Membership Director a current panel chart for each panel serviced, and report to the Membership Director all important panel activities;
- (11) If conditions arise in a facility that present potential safety problems, the Hospitals Director may institute a policy to protect members;
- (12) Provide pertinent position descriptions to those filling appointed service positions under the Hospital Director's supervision;
- (13) Collect and maintain records of attendance and literature distribution for each panel from the Panel Chairs or Panel Leaders, ensuring that each panel has been covered.
- (14) Organize test panels at new facilities in collaboration with the corresponding Area Supervisor, determine if the facilities are suitable for LAHIC panels, and present the panel requests to the Board for final approval;
- (15) Provide a list of all open panels to the Newsletter Editor one week prior to the monthly membership meeting; and
- (16) Submit monthly newsletter column.

(c) Corrections Director, who shall be elected by the membership to a two-year term beginning January 1st. Opening nominations shall be held at the October membership meeting, with closing nominations and election held at the November membership meeting. An individual who is elected or appointed to this position must resign from any other position (except Panel Leader) before assuming office. This individual must have four years of continuous sobriety and three years of continuous Corporation service as a jail Panel Leader, including one year as a jail Panel Chair or Area Supervisor. Duties and responsibilities include:

- (1) Ensure that all panels and panel grids are current;
- (2) Administer the activities of all panels pertaining to correctional facilities;
- (3) Prepare and maintain accurate and current records of all correctional facilities;
- (4) Develop new and revised operating procedures for panels, and present them to the Corporation as needed for approval;
- (5) Appoint, oversee and, when necessary, remove Area Supervisors;
- (6) Direct the removal of panel members in those cases where removal is warranted;
- (7) Attend all membership meetings;
- (8) Conduct monthly Corrections Area Supervisors meeting;
- (9) Attend all Board meetings;
- (10) Provide monthly to the Membership Director a current panel grid and report to the Membership Director all important panel activities;
- (11) If conditions arise in a facility that present potential safety problems, the Corrections Director may institute a policy to protect members;
- (12) Provide pertinent position descriptions as needed;
- (13) Maintain the jail Clearance List with accurate phone numbers and email addresses including applicants from Los Angeles, San Fernando Valley, Harbor Area, and Santa Clarita Valley;

- (14) Supervise and submit Los Angeles County Sheriff's Department applications for jail clearance, and coordinate the jail orientation schedule for those who have been cleared;
 - (15) Maintain an attendance sheet each month and remove members who fail to meet the minimum required number of jail panels;
 - (16) Act as liaison to the Los Angeles County Sheriff's Department for regional H&I committees.
 - (17) Prepare and submit any statistical reports as required by Los Angeles County Sheriff's Department;
 - (18) Provide a list of all open panels to the Newsletter Editor one week prior to the monthly membership meeting;
 - (19) Provide to all members with active jail clearance before every monthly membership meeting the following:
 - (a) Current jail panel grids including Area Supervisors, Panel Chairs, and Panel Leaders;
 - (b) Clearance List of those with active jail clearance; and
 - (c) Attendance list including the current and past year of attendance.
 - (20) Organize test panels at new facilities in collaboration with the corresponding Area Supervisor and/or as directed by the Panel Screening Chairperson, if applicable, to determine if the facilities are suitable for panels, and present the panel requests to the Board for final approval; and
 - (21) Submit monthly newsletter column.
- (d) Assistant to the Membership Director, who may be appointed and/or removed by the Membership Director. Must have three years of continuous sobriety and two years continuous Corporation service prior to appointment. This position is appointed by the incoming Membership Director and holds office for one year. Duties and responsibilities include:
- (1) Work closely with the Membership Director, in any capacity or situation as delegated by the Membership Director; and
 - (2) Maintain a list of all Corporation positions and distribute it to Directors, Webmaster, and Forms Chairperson.
- (e) Correspondence Program Chairperson (Bridging the Gap, Contact Upon Release), who may be appointed and/or removed by the Membership Director. Must have three years of continuous sobriety and two years of continuous Corporation service. The term is for one year and may be repeated with the Membership Director's approval. Duties and responsibilities include:
- (1) Administer Correspondence Program for inmates and patients in the Los Angeles area, which consists of maintaining a roster of A.A. members who are willing to correspond with prospective A.A. members in confinement;
 - (2) Coordinate Correspondence Program activities with Los Angeles Central Office, Southern California H&I Intergroup Sponsorship by Mail and Contact Upon Release Committees, General Service Area 5, and General Service Corrections Committee. Attend Central Service, General Service, and Intergroup meetings as necessary to coordinate these activities;
 - (3) Develop and maintain a roster of A.A. members who have agreed to participate in the Correspondence Program. This roster can include A.A. groups that have volunteered to be responsible for the Correspondence Program in specified areas of Los Angeles;
 - (4) Receive requests for Correspondence services in Los Angeles, and assign them to an appropriate member of the A.A. Correspondence Program roster; and
 - (5) Forward letters to the SCHII Sponsorship by Mail Committee and GSO Corrections Committee as appropriate.

- (f) Convention Booth Chairperson, who may be appointed and/or removed by the Membership Director. Must have two years of continuous sobriety and one year of continuous Corporation service. The term is for one year and may be repeated with the Director's approval. Duties and responsibilities include:
- (1) Make arrangements for a Corporation display at all local conventions, conferences, roundups, workshops ,etc., which are deemed necessary by the Corporation;
 - (2) Submit any associated expense reimbursement requests to the Board for approval;
 - (3) Staff the convention booth with sufficient membership volunteers; and
 - (4) Announce all upcoming events at the regular membership meetings as far in advance as possible.
- (g) General Service Liaison ("GSR"), who may be appointed and/or removed by the Membership Director. Must have two years of continuous sobriety and one year of continuous Corporation service prior to appointment. The term is for two years, and the GSR may be reappointed. The GSR is to be appointed each even-numbered year, thereby coinciding with the Southern California Area Assembly elections. The term of office is to begin in January. Duties and responsibilities include:
- (1) Make sure that the Corporation is registered with the Local District, Westside Combined Districts, Area 05 Assembly, and GSO;
 - (2) Attend the local District General Service meetings and take an active role in General Service;
 - (3) Coordinate and communicate with the Corporation's representative to the Southern California H&I Intergroup;
 - (4) Make regular reports to the Corporation and keep the Membership Director informed of General Service activities; and
 - (5) Attend Board meetings as necessary to coordinate general service activities.
- (h) Forms Chairperson, who may be appointed and/or removed by the Membership Director. Must have two years of continuous sobriety and one year of continuous Corporation service. The term is for one year and may be repeated with the Membership Director's approval. Duties and responsibilities include:
- (1) Provide all printed forms used by the Corporation. This includes photocopying of forms and keeping those concerned adequately supplied. Such forms may include:
 - "Cans" Label
 - "Cans" Instructions
 - PANEL FORMS:
 - Instructions and dress code for all Panel Leaders and speakers
 - Panel Format
 - Chapter 3
 - Chapter 5
 - Twelve Traditions
 - Speaker Confirmation
 - Panel Leader's Speaker Confirmation Record
 - MEMBERSHIP MEETING FORMS:
 - Membership Meeting Format
 - Orientation Meeting Format
 - Literature Request Form
 - "Cans" Accounting Form
 - Treasury Accounting Form
 - CORPORATION LITERATURE:
 - 3-fold Los Angeles Hospitals and Institutions, Inc Brochure
 - (2) Attend each membership meeting; and

- (3) Submit completed expense reimbursement forms with receipts to the Treasurer for reimbursement.
- (i) Membership Meeting Check-In Person, who may be appointed and/or removed by the Membership Director. Must have one year of sobriety and six months of Corporation service. The term is for one year and may be repeated with the Membership Director's approval. Duties and responsibilities include:
 - (1) Maintain the member sign-in sheet and attendance sheet. Reports attendance to the Membership Director to determine eligibility to be a Panel Leader. Provides data to Directors and Officers as needed;
 - (2) Maintains laptop;
 - (3) Checks in all active members at the membership meetings; and
 - (4) Prepares reports as requested by the Board.
 - (j) Outreach Coordinator, who may be appointed and/or removed by the Membership Director. Must have two years of continuous sobriety and one year of continuous Corporation service. Should be actively involved in the Corporation and be knowledgeable about the Corporation and its services. The term is for one year and may be repeated with the Membership Director's approval. Duties and responsibilities include:
 - (1) Attend local AA meetings, provide information about the Corporation, and encourage them to get involved.
 - (2) Make announcements, providing flyers and maps where possible, about the date, time, and place of the monthly membership meeting; and
 - (3) Make Alcoholics Anonymous meetings aware of donation cans.
 - (k) Literature Chairperson, who may be appointed and/or removed by the Membership Director and is required to participate at Board meetings. Must have two years of continuous sobriety and one year of continuous Corporation service. The term is for one year and may be repeated with the Membership Director's approval. Duties and responsibilities include:
 - (1) Work with the Hospitals and Corrections Directors to compile a master list of literature to be ordered;
 - (2) Obtain guidance and approval from the Board for purchases;
 - (3) Purchase and pick up literature from Los Angeles Central Office;
 - (4) Submit purchase order receipts to Treasurer immediately after purchase is received;
 - (5) Fill and distribute literature at each membership meeting; and
 - (6) Maintain up-to-date inventory of any leftover literature that goes to storage.
 - (l) Literature Fund Chairperson, who may be appointed and/or removed by the Membership Director. Must have two years of continuous sobriety and one year of continuous Corporation service. The term is for one year and may be repeated for one additional year only with the Membership Director's approval. Duties and responsibilities include:
 - (1) Distribute donation cans and can labels with a copy of Literature Fund Instructions;
 - (2) Recruit and train volunteers to assist contribution intake at the monthly membership meeting. All persons handling money must have two years of continuous sobriety;
 - (3) Receive and record Literature Fund donations at the monthly membership meeting, providing receipts to all contributors and maintaining a receipt for the Corporation's files. Donation intake shall take place from the meeting's beginning until break, after which all donations will be counted and recorded. All donations must be counted and recorded with an estimated donation total reported to the Treasurer by the meeting's end;
 - (4) Pick up Literature Fund donations at least monthly from the Corporation's mailbox. Receive and record Literature Fund donations at least monthly

from the website. Record and deposit donations in the same manner as donations received at the monthly membership meeting;

- (5) Have a copy of the Literature Fund Group Contributions report available at the monthly membership meetings;
 - (6) Deposit all monies as soon as possible after the membership meeting. Maintain a separate file containing the contribution logs, deposit slip copies, and other receipt information provided by the contributor;
 - (7) Maintain the Literature Fund Group Contributions report. The report should contain the following meeting information: city/area, day, time, meeting name, last year's total contributions, and current year's monthly total contributions;
 - (8) Assign numbers to meetings that are interested in contributing to the Literature Fund; and
 - (9) Provide the bank deposit receipt to the Treasurer at the monthly membership meeting.
- (m) Los Angeles Central Office Representative, who may be appointed and/or removed by the Membership Director. Must have two years of continuous sobriety and one year of continuous Corporation service. The term is for one year and may be repeated with the Membership Director's approval. Duties and responsibilities include:
- (1) Regularly attend the monthly Central Service Committee and Central Service Intergroup Meetings;
 - (2) Report pertinent Corporation information to Central Service and share experiences which may be of value to A.A. as a whole;
 - (3) Report information and experience shared at the Central Service meetings to the Corporation and to the Board when appropriate;
 - (4) Act as a liaison between the Corporation and the Los Angeles Central Service; and
 - (5) Maintain a regular monthly notice about the Corporation in the Los Angeles Central Service newsletter.
- (n) The Orientation Chairperson, who may be appointed and/or removed by the Membership Director. Must have two years of continuous sobriety and one year of continuous Corporation service. The term is for one year, may be repeated with the Membership Director's approval. Duties and responsibilities include:
- (1) Be knowledgeable about the Corporation and able to relate all necessary information about the Corporation to new members;
 - (2) Maintain an up-to-date orientation meeting format, to be approved by the Membership Director;
 - (3) Attend the monthly membership meeting; and
 - (4) Conduct the monthly membership Orientation Meeting according to its format.
- (o) Newsletter Editor, who may be appointed and/or removed by the Membership Director. Must have two years of continuous sobriety and one year of continuous Corporation service. The term is for one year and may be repeated with the Membership Director's approval. Duties and responsibilities include:
- (1) Publish monthly newsletter for the Corporation;
 - (2) Solicit articles and graphic elements pertinent to Corporation service;
 - (3) Prepare copy for the printer, if a printed copy is to be published;
 - (4) Ensure that the newsletter is not used as a vehicle for individual gripes or advertisements; and
 - (5) Appoint and supervise necessary staff; and include each month, if applicable: Corporation contact information, Hospital and Jail panel grids if needed, Treasurer's report, Literature Fund ("Cans") accounting report,

Corporation statement of purpose, and basic guidelines governing Corporation membership.

- (p) Southern California H&I Intergroup Representative, who may be appointed and/or removed by the Membership Director. Must have two years of continuous sobriety and one year of continuous Corporation service. The term is for one year and may be repeated with the Membership Director's approval. Duties and responsibilities include:
- (1) Attend all Southern California H&I Intergroup ("SCHII") meetings. When unable to attend, send a qualified alternate;
 - (2) Report pertinent Corporation information to SCHII and share experiences which may help other SCHII participants;
 - (3) Report SCHII information and activities to the Corporation when applicable;
 - (4) Coordinate the hosting of the Intergroup meeting in Los Angeles and provide for the customary potluck lunch;
 - (5) Attend Board meetings to coordinate SCHII activities; and
 - (6) Coordinate the annual Southern California H&I Conference with the Corporation.
- (q) Website Chairperson, who may be appointed and/or removed by the Membership Director. Must have two years of continuous sobriety and one year of continuous Corporation service. Should be actively involved in the Corporation and be knowledgeable about the Corporation and its services. The term is for one year and may be repeated with the Membership Director's approval. Duties and responsibilities include:
- (1) Maintain the Corporation website (lahic.org) with information and forms provided and used by the Corporation. Ensure that information provided on the website is accurate and current; and
 - (2) Ensure that no last names are revealed and that the anonymity of A.A. members listed on the website is preserved.
- (r) Area Supervisors (for Correctional Facilities as well as Hospitals and Treatment Centers). Must have one year of continuous sobriety and six months of continuous Corporation service. The Hospitals Director and Corrections Director shall appoint Area Supervisors as necessary. The term is one year, and may be reappointed. An individual who is elected or appointed to this position must resign from any other position (except Panel Leader) before assuming office. Duties and responsibilities include:
- (1) Attend the monthly membership and Supervisors meetings, not missing two consecutive months' meetings, and if unable to attend, have an alternate attend in their place or coordinate to get information from another Area Supervisor;
 - (2) Select Panel Chairs and Panel Leaders who meet approved guidelines from within the membership;
 - (3) Organize the schedule of panels for their facility or area;
 - (4) Coordinate and maintain relationships with the facilities in their area. This includes ensuring that facilities' guidelines are followed by all Corporation members, coordinating any schedule changes, and reporting and resolving with the Hospitals Director or Corrections Director any issues that may arise with the facility. Communicate all changes in procedures, leadership, or schedule to Panel Chairs and Panel Leaders;
 - (5) Fill open panel positions and provide to new Panel Chairs and new Panel Leaders a copy of Corporation guidelines and responsibilities pertinent to that position, and an up-to-date panel chart;
 - (6) Forward any changes in panel information or people to the Hospitals Director or Corrections Director by the end of each month;
 - (7) FOR LASD FACILITIES ONLY: Must collect the first and last names of all persons attending panels, the number of inmates in attendance, and any

Dark AA or Dark LASD panels from the Panels Chairs under their supervision. These are to be reported to the Corrections Director no later than the fourth day of the following month;

- (8) FOR HOSPITALS: Submit a monthly report to the Hospitals Director which includes the number of speakers, the number of people from the facility attending the meeting, and the amount and type of literature that was distributed;
 - (9) Remove or replace any Panel Leaders who fail to carry out their duties or responsibilities; and
 - (10) Work closely with the Hospitals Director or Corrections Director to ensure smooth operations at facilities and communicate any changes or issues as they arise.
- (s) Panel Chairs. Must have two years of continuous sobriety and a minimum of one year as Panel Leader. Duties and responsibilities include:
- (1) Comply with instructions for Panel Leaders and Speakers;
 - (2) Attend a meeting conducted by each Panel Leader under their supervision at least once every twelve months;
 - (3) Attend a minimum of two regular monthly membership meetings of the Corporation every quarter;
 - (4) Provide a 30-day advance notice to the Area Supervisor when vacating the position of Panel Chair. The Panel Chair may recommend but not appoint a replacement;
 - (5) Collect and submit accountability reports from all Panel Leaders on a monthly basis. Participate in a quarterly check-in with respective Area Supervisor.
 - (6) FOR LASD FACILITIES ONLY: Must collect the first and last names of all persons attending panels, the number of inmates in attendance, and any Dark AA or Dark LASD panels from Panel Leaders under their supervision. These are to be reported to their respective Area Supervisor no later than the first day of the following month.
- (t) Panel Leaders. Must have one year of continuous sobriety and three months of active Corporation service. Duties and responsibilities include:
- (1) Comply with instructions for Panel Leaders and speakers;
 - (2) Ensure adherence to the Corporation's "NO DARK PANELS" policy by arranging for the Panel Chair or another Panel Leader to take a panel if unable to fulfill commitment. It is the Panel Leader's responsibility to make certain the panel is covered;
 - (3) Arrange for panel speakers, preferably from the membership meeting;
 - (4) Inform speakers of all applicable Corporation and institution policies and enforce adherence to the rules as appropriate. Panel Leaders may, at their discretion, refuse to take speakers into facilities because of policy violations;
 - (5) Notify the Panel Chair and Area Supervisor of any change in the Panel Leader's personal contact information (address, telephone number, email address, etc.);
 - (6) Notify the Panel Chair and Area Supervisor if there are any problems at the institution or if literature is needed;
 - (7) Attend at least one of the regular monthly membership meetings every quarter;
 - (8) Notify the Panel Chair when vacating the position of Panel Leader. A replacement will be appointed by the Area Supervisor;
 - (9) FOR LASD FACILITIES ONLY: DO NOT go on a panel into a jail facility where you know an inmate;

- (10) Report the first and last names, the number of inmates in attendance, and any Dark AA or Dark LASD panels as applicable to your Panel Chair immediately following each panel (same day); and
- (11) Abide by the Panel Rules for all panel leaders and speakers:
 - A. Please identify as an alcoholic.
 - B. DO NOT give a prolonged drunk-a-log. Please share about recovery and living sober with the 12-step program.
 - C. DO NOT criticize the institution, personnel, facilities, policies, or practices of the facility.
 - D. DO NOT give opinions on medication.
 - E. DO NOT talk down to the group, or use profane or vulgar language.
 - F. Please abide by facility rules. This includes phone number exchange protocol.
 - G. COVID protocols and/or any other facility policy must be followed. It is the Panel Leader's responsibility to know and share this information with speakers.
 - H. Please dress appropriately for your panel. Business casual attire is suggested. Please DO NOT wear any revealing or distracting clothing, shorts, or sandals.
 - I. DO NOT bring any guests to the panel or use your phone during the panel.
 - J. Los Angeles Hospitals and Institutions, Inc has a zero-tolerance policy for sexual harassment of any kind. This includes inappropriate conversations or behavior with facility staff or clients/inmates, or sexually suggestive sharing while speaking on a panel.
 - K. DO NOT give referrals to any outside institution (rehab, sober living, etc.).
 - L. FOR LASD FACILITIES ONLY:
 - i. DO NOT exchange phone numbers or messages with any inmate.
 - ii. Leave your cell phone in your car or check it into a locker. Absolutely no phones, cameras, or electronic devices are allowed inside correctional facilities.

Section 9.7 Compensation of Officers

There shall be no salaries paid to Officers, except that Officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, before or after the expense is incurred, in reasonable amounts as approved by the Board.

ARTICLE 10 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

Section 10.1 Transactions with Directors and Officers

10.1.1 Interested Party Transactions

Except as described in Section 10.1.2, the Corporation shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest; or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

10.1.2 Requirements to Authorize Interested Party Transactions

10.1.2.1 By the Board of Directors

The Corporation shall not be a party to any transaction described in 10.1.1 unless:

- (a) the Corporation enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 10.1.2.

10.1.2.2 By a Committee

A Committee shall not approve a transaction described in 10.1.1 unless:

- (a) the Committee approves the transaction in a manner consistent with the standards set forth in section 10.1.2.1;
- (b) it was not reasonably practicable to obtain approval of the transaction by the Board prior to entering into the transaction; and
- (c) the Board, after determining in good faith that the two above-enumerated conditions of this section 10.1.2.2 are satisfied, ratifies the transaction at its next meeting by a vote of the majority of the Directors in office without counting the vote of the interested Director or Directors.

10.1.3 Material Financial Interest

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

- (a) that fixes the compensation of a Director as a Director or Officer;
- (b) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- (c) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding year or \$100,000.

Section 10.2

Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

Section 10.3

Interlocking Directorates

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 7); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

Section 10.4 Duty of Loyalty; Construction with Article 11
Nothing in this Article 10 shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation. Furthermore, nothing in this Article 10 shall be construed to override or amend the provisions of Article 11. All conflicts between the two articles shall be resolved in favor of Article 11.

ARTICLE 11 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 11.1 Definitions
For purpose of this Article 11,

11.1.1 “Agent”
means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;

11.1.2 “Proceeding”
means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

11.1.3 “Expenses”
includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 11.

Section 11.2 Applicability of Indemnification Provisions

11.2.1 Successful Defense by Agent
To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 11, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

11.2.2 Settlement or Unsuccessful Defense by Agent
If an Agent either settles any proceeding referred to in this Article 11, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 11.3 through Section 11.6 shall determine whether the Agent is entitled to indemnification.

Section 11.3 Actions Brought by Persons Other than the Corporation

This Section 11.3 applies to any proceeding other than an action “by or on behalf of the corporation” as defined in Section 11.4. Such proceedings that are not brought by or on behalf of the Corporation are referred to in this Section 11.3 as “Third Party proceedings.”

11.3.1 Scope of Indemnification in Third Party Proceedings
Subject to the required findings to be made pursuant to Section 11.3.2, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

11.3.2 Required Standard of Conduct for Indemnification in Third Party Proceedings

Any indemnification granted to an Agent in Section 11.3.1 above is conditioned on the following. The Board must determine, in the manner provided in Section 11.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 11.4

Action Brought By or On Behalf Of the Corporation

This Section 11.4 applies to any proceeding brought (i) by or in the right of the Corporation, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Corporation”).

11.4.1 Scope of Indemnification in Proceeding By or On Behalf Of the Corporation

Subject to the required findings to be made pursuant to Section 11.4.2, and except as provided in Sections 11.4.3 and 11.4.4, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

11.4.2 Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the Corporation

Any indemnification granted to an Agent in Section 11.4.1 is conditioned on the following. The Board must determine, in the manner provided in Section 11.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

11.4.3 Claims Settled Out of Court

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

11.4.4 Claims and Suits Awarded Against Agent

If any Agent is adjudged to be liable to the Corporation in the performance of the Agent’s duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 11.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

- (a) The determination of good faith conduct required by Section 11.4.2 must be made in the manner provided for in Section 11.5; and
- (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

- Section 11.5 Determination of Agent's Good Faith Conduct
The indemnification granted to an Agent in Section 11.3 and Section 11.4 is conditioned on the findings required by those Sections being made by:
- (a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
 - (b) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.
- Section 11.6 Limitations
No indemnification or advance shall be made under this Article 11, except as provided in Section 11.2.1 or Section 11.5(b), in any circumstances when it appears:
- (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- Section 11.7 Advance of Expenses
Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 11.
- Section 11.8 Contractual Rights of Non-Directors and Non-Officers
Nothing contained in this Article 11 shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.
- Section 11.9 Insurance
The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 11, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against the liability under the provisions of this Article 11. The Corporation shall purchase and maintain Officers and Directors Liability coverage.

ARTICLE 12 CORPORATE RECORDS, REPORTS AND SEAL

- Section 12.1 Minute Book
The Corporation shall keep a minute book in written or electronic form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

- Section 12.2 Books and Records of Account
The Corporation shall keep adequate and correct books and records of account. “Correct books and records” includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.
- Section 12.3 Articles of Incorporation and Bylaws
The Secretary shall keep the original or a copy of the Corporation’s Articles of Incorporation and Bylaws as amended to date.
- 12.3.1 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns
The Secretary shall keep a copy of the Corporation’s federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.
- Section 12.4 Annual Report; Statement of Certain Transactions
The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation’s fiscal year containing the following information:
- (a) The assets and liabilities of the Corporation, including the trust funds, 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 the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;
 - (d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
 - (e) A statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 - (1) Any Director or Officer of the Corporation, its parent, or its subsidiary;
 - (2) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.
 - (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Article 10 or Article 11.
- Form RRF-1, including Form 990 and Schedule A, may be distributed to Directors in lieu of an annual report.
- Section 12.5 Directors’ Rights of Inspection
Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
- Section 12.6 Corporate Seal
The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 13 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 13.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 13.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer, the Chairperson, and/or the Membership Director, who shall be the duly authorized signatories listed on the signature cards of all bank accounts. Two out of three signatures shall be required on all checks. All Corporation checks must state on their face, "Two Signatures Are Required." No electronic fund transfers are allowed from Corporation bank accounts, except for transfers authorized by the Board.

Section 13.3 Deposits

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

Section 13.4 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation, except that no Director or Officer may accept a cash donation from an individual or entity totaling more than \$5,000 per calendar year.

ARTICLE 14 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 15 AMENDMENTS

Section 15.1 Amendment by Directors

The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (c) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Los Angeles Hospitals and Institutions, Inc, a California nonprofit public benefit corporation; that these Bylaws, consisting of 27 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on December 7, 2022; and that these Bylaws have not been amended or modified since that date.

Executed on December 7, 2022 at Pasadena, California.



Charles Fairchild
Secretary