We've all heard about the problems.

"While it may be a paradise for guests, [Terranea] resort workers claim they are subjected to a culture that has enabled ... sexual assault."

- The Guardian, October 16, 2018

Now, everyone is moving toward a peaceful resolution.

"Sandra Pezqueda, a dishwasher who was named one of The Silence Breakers, TIME Magazine’s 2017 Person of the Year, settled her sexual assault lawsuit against the Terranea resort and the staffing agency that placed her there."

- TimesUpTerranea.org

"Terranea Resort and workers settle a lawsuit over unpaid work time"

- Los Angeles Times, April 30, 2019

The companies have taken a step.  
The women have taken a step.  
The voters can put the issue to rest...

Measure _ “would require Terranea and the nearby Trump National Golf Club to provide panic buttons for employees who work alone in isolated locations.”

- Los Angeles Times, March 15, 2019

“Panic buttons are a must because ‘hospitality employees who work by themselves in guest rooms, restrooms, or in isolated locations are vulnerable to crimes and other threatening behavior, including sexual assault…””

- Newsweek, May 3, 2018

Measure _ is a chance for Rancho Palos Verdes voters to endorse a peaceful resolution.
ARGUMENT AND REBUTTAL FORM

ELECTION DATE: November 5, 2019  MEASURE I.D. (if any):

JURISDICTION: City of Rancho Palos Verdes

(Please mark (x) in the appropriate box)

☑ Argument in Favor  ☐ Rebuttal to Argument Against
☐ Argument Against  ☐ Rebuttal to Argument in Favor

Statements will be printed in uniform type, style and spacing. Use block paragraphs and single space format. Text submitted indented or centered will be typeset in block paragraph form. Entire statements in all capital letters are not acceptable. Indentations, circles, stars, dots, italics and/or bullets cannot be accommodated. However, you may use dashes/hyphens. Words to be printed in boldface type, underscored and/or CAPITALIZED are to be clearly indicated. Any combinations of enhanced words are counted as one word. The number of words/acronyms that are in boldface type, underscored and/or CAPITALIZED shall not exceed 30 words for Arguments and 25 for Rebuttals per documents. All statements should be checked by the authors for spelling and punctuation as the elections official is not permitted to edit any material contained therein. NOTE: Rebuttal arguments are not direct arguments. For example, a rebuttal to a direct argument in favor of a measure is NOT a direct argument against a measure. Please also note that rebuttal arguments are allowed only when both a direct argument for AND against a measure are filed.

ALL AUTHORS MUST SIGN ON THE REVERSE SIDE

Please attach typed statement to this form. Statements should be typed in upper and lower case letters. Statement will be typeset in the Official Sample Ballot Booklet using TIMES NEW ROMAN font in 11 point size. However, statements can be submitted using any standard font.

RECEIVED
CITY OF RANCHO PALOS VERDES
JUL - 2 2019
CITY CLERK'S OFFICE
All arguments concerning measures filed pursuant to Division 9 of the Elections Code shall be accompanied by the following declaration to be signed by each author of the argument/rebuttal. Names and titles listed will be printed in the Voter Information portion of the Official Sample Ballot Booklet in the order provided below.

The undersigned author(s) of the:
- [ ] Argument in Favor
- [ ] Argument Against
- [ ] Rebuttal to Argument Against
- [ ] Rebuttal to Argument in Favor

of ballot measure **Hospitality Working Conditions Ordinance** at the Rancho Palos Verdes General Municipal election for the **and an initiative measure** to be held on November 5, 2019

hereby state that such argument is true and correct to the best of his/her/their knowledge and belief.

<table>
<thead>
<tr>
<th>Printed Name</th>
<th>Signature</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alex Padilla</td>
<td>[redacted]</td>
<td>6/29/19</td>
</tr>
</tbody>
</table>

**IMPORTANT FILING INFORMATION:** I, **George Yin & Charles Du**, am the designated filer of the above titled argument/rebuttal. Please notify me of any questions pertaining to this filing. Below is my contact information.

- Mailing Address: 777 S. Figueuroa St., Ste 4050
- E-Mail Address: gev@kaufmankegelgroup.com
- Contact Numbers: 213.452.6565
- Daytime / 213.452.6565 / 213.452.6595 / Fax

**OFFICE USE ONLY**

<table>
<thead>
<tr>
<th>Word Count</th>
<th>Time Stamp</th>
</tr>
</thead>
</table>

| Number of Words | Number of Words with Bold Face, Etc. | Project Code Number | Election Deputy |
All arguments concerning measures filed pursuant to Division 9 of the Elections Code shall be accompanied by the following declaration to be signed by each author of the argument/rebuttal. Names and titles listed will be printed in the Voter information portion of the Official Sample Ballot Booklet in the order provided below.

The undersigned author(s) of the:

<table>
<thead>
<tr>
<th></th>
<th>Argument in Favor</th>
<th>Rebuttal to Argument Against</th>
<th>Rebuttal to Argument in Favor</th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>Hospitality Working Conditions Ordinance</td>
<td>Rancho Palos Verdes General Municipal</td>
<td>[Name and/or title]</td>
</tr>
<tr>
<td></td>
<td>at the Rancho Palos Verdes General Municipal</td>
<td>[Date of election]</td>
<td></td>
</tr>
<tr>
<td></td>
<td>election for the</td>
<td>[Date]</td>
<td></td>
</tr>
<tr>
<td></td>
<td>and an initiative measure</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>November 5, 2019</td>
<td>[Date]</td>
<td></td>
</tr>
</tbody>
</table>

Hereby state that such argument is true and correct to the best of his/her/their knowledge and belief.

<table>
<thead>
<tr>
<th>1.</th>
<th>Printed Name</th>
<th>Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Title to Appear on Argument</td>
<td>Date</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>2.</th>
<th>Jan Ellen Gardner</th>
<th>Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Clergy &amp; Laity United for Economic Justice</td>
<td>7/1/2019</td>
</tr>
<tr>
<td></td>
<td>Title to Appear on Argument</td>
<td>Date</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>3.</th>
<th>Printed Name</th>
<th>Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Title to Appear on Argument</td>
<td>Date</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>4.</th>
<th>Printed Name</th>
<th>Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Title to Appear on Argument</td>
<td>Date</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>5.</th>
<th>Printed Name</th>
<th>Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Title to Appear on Argument</td>
<td>Date</td>
</tr>
</tbody>
</table>

IMPORTANT FILING INFORMATION: [George Yin & Charles Du] am the designated filer of the above titled argument/rebuttal. Please notify me of any questions pertaining to this filing. Below is my contact information.

Mailing Address: 333 S. Figueroa St, Ste 4050
E-Mail Address: gyn@kaufmanlegalgroup.com
Contact Numbers: 213.452.6565 213.452.6565 213.452.6575
Daytime  Evening  Fax

OFFICE USE ONLY

<table>
<thead>
<tr>
<th>NUMBER OF WORDS:</th>
<th>Word Count</th>
</tr>
</thead>
<tbody>
<tr>
<td>NUMBER OF WORDS WITH BOLD FACE, ETC.:</td>
<td></td>
</tr>
<tr>
<td>PROJECT CODE NUMBER:</td>
<td></td>
</tr>
<tr>
<td>ELECTION DEPUTY:</td>
<td></td>
</tr>
</tbody>
</table>

[Time Stamp]
-All arguments containing measures filed pursuant to Division 9 of the Elections Code shall be accompanied by the following information and be signed by each author of the argument/rebuttal. Names and titles listed will be printed in the Voter Information portion of the Official Sample Ballot Booklet in the order provided below.

The undersigned author(s) of the:  
☐ Argument In Favor  ☐ Rebuttal to Argument Against  
☐ Argument Against  ☐ Rebuttal to Argument In Favor

of ballot measure **Hospitality Working Conditions Ordinance** at the Rancho Palos Verdes General Municipal Election for the election of three (3) Members of the City Council for the full term of three years to be held on November 5, 2019, hereby state that such argument is true and correct to the best of his/her/their knowledge and belief.

<table>
<thead>
<tr>
<th></th>
<th>Printed Name</th>
<th>Signature</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td>Reverend Dr. Suny Kang</td>
<td></td>
<td>7/2/2019</td>
</tr>
<tr>
<td>4.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**IMPORTANT FILING INFORMATION:** I, **George Yin & Charles Du**, am the designated filer of the above titled argument/rebuttal. Please notify me of any questions pertaining to this filing. Below is my contact information:

**Mailing Address:** 333 S. Figueroa St. Ste. 4050  
**E-Mail Address:** gyin@kaufmanlegalgroup.com

**Contact Numbers:** 213.452.6555  213.452.6565  213.452.6575

**Office Use Only**

<table>
<thead>
<tr>
<th>Word Counts</th>
<th>Time Stamp</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>
CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF
CLERGY AND LAITY UNITED FOR ECONOMIC JUSTICE LOS ANGELES (CLUE-LA)

The undersigned certify that:

1. They are the President and the Secretary, respectively of Clergy and Laity United for Economic Justice Los Angeles (CLUE-LA), a California Non-Profit Public Benefit Corporation.

2. Article I of the Articles of Incorporation of this corporation are amended to read as follows:

   The name of this corporation is:
   CLERGY AND LAITY UNITED FOR ECONOMIC JUSTICE

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 8-25-15
President, Rev. Norman Copeland

DATE: 8-25-15
Secretary, Rev. William D. Smart, Jr.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
CLERGY AND LAITY UNITED FOR ECONOMIC JUSTICE
State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 20 2009

DEBRA BOWEN
Secretary of State
ARTICLES OF INCORPORATION
OF
CLERGY AND LAITY UNITED FOR ECONOMIC JUSTICE
LOS ANGELES (CLUE-LA)

I.
The name of this corporation is Clergy and Laity United for Economic Justice Los Angeles (CLUE-LA).

II.
A. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The specific purpose of this corporation is to advance social justice issues that affect the people of Los Angeles County. Specifically, Clergy and Laity United for Economic Justice Los Angeles (CLUE-LA) will focus on empowering individuals on such issues as obtaining a living wage, obtaining immigration rights and working toward interracial cooperation.

III.
The name and address in the State of California of this corporation’s initial agent for service of process is:

Mary O’Neill
Attorney at Law
3005 Stanford Avenue
Marina del Rey, California, 90292.
IV.

A. This corporation is organized and operated exclusively for public and charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the 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.

V.

The property of this corporation is irrevocably dedicated to 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.

VI.

Upon the dissolution or winding up of the 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 and charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

Mary O. O'Neill, Sole Incorporator

Articles of Incorporation of Clergy and Laity United for Economic Justice Los Angeles (CLUE-LA)
ARTICLE 1. OFFICES

Principal Office. The Corporation may have offices as the Board may designate or as the affairs of the Corporation may require from time to time.

ARTICLE 2. BOARD OF DIRECTORS

2.1 General Powers. The activities and affairs of the Corporation shall be conducted and all corporate affairs shall be exercised by or under the direction of the Board of Directors (“Board”) within the limitations of the Articles of Incorporation and these Bylaws. The Board may delegate the management of the activities of the corporation to any person or persons or committee provided that the Board shall have ultimate direction. Without prejudice to such general powers, the board shall have the following powers in addition to others enumerated in these Bylaws:

(a) To select and remove all officers and directors and the Executive Director of the corporation, prescribe powers and duties for them as may be inconsistent with the California Nonprofit Corporation Law (the “Law”), the Articles or these Bylaws.

(b) To control the affairs and activities of the corporation in conjunction and in coordination with the Executive Director, and to make such rules and regulations there for not inconsistent with law, the Articles or these Bylaws, as they may deem appropriate.

2.2 Number, Term and Elections. The Board shall be composed of no fewer than fifteen (15) and no more than twenty-one (21) Directors. The number of Directors may be changed from time to time by amendments to these Bylaws, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

(a) A Director shall hold office for a term of three years beginning on the first day of the September following his or her election, unless he or she dies, resigns or is removed by a majority vote of the Directors under Section 2.10 of this Article prior to the end of the three-year term, in which case the Board shall elect a replacement Board member as soon as possible to serve the remainder of the existing three-year term.

(b) Directors may be reelected to serve additional three year terms without limit on the number of terms served.
(c) Terms of Directors shall be staggered such that on August 30 of each year the term of one third of the sitting Directors shall expire. Elections shall be conducted at the annual meeting of the Board of Directors described in section 2.3 (a) below to fill the positions thus scheduled to be vacated.

2.3 Regular Meetings. By resolution, the Board may specify the time and place within the State of California for holding regular meetings without other notice than such resolution. In the absence of such specifications, regular meetings shall be held at the principal office of the corporation.

(a) Annual meetings for the purposes of organization, selection of officers and executive committee members and transactions of other business shall be held in, or as near as possible to, the month of June on such dates and times set by the Board.

(b) Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to each action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the Board.

(c) Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

2.4 Special Meetings. Special Board meetings may be called by or at the request of the Chair, the Secretary or any four (4) Directors. The person or persons authorized to call special meetings may fix any place within the state of California as the place for holding any special Board meeting called by them.

2.5 Notice of Special Meetings. Written notice stating the place, day and hour of each special Board meeting shall be delivered by mail, fax, telephone or email to each Director at his/her address shown on the records of the Corporation at least four (4) days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid, and notice by oral or electronic means at the time it is actually transmitted to the recipient. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

2.6 Waiver of Notice. Whenever any notice is required to be given to any Director under the provision of these Bylaws, the Articles of Incorporation or the state of California, a waiver thereof in writing, signed by the person or persons entitled to
such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents and approvals shall be made part of the minutes of the meeting.

2.7 **Quorum.** A quorum for regularly scheduled meetings of the Board of Directors will be members who actually attend the meeting. For specially called meetings, or meetings held on irregular occasions, a majority of the Board of Directors must be present to conduct business.

2.8 **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws, except as provided in 2.7.

2.9 **Resignation.** Any Director may resign at any time by delivering written notice to President or the Secretary, or to the registered office of the Corporation.

2.10 **Removal.** A Director may be removed from office upon the vote of a majority of the remaining Directors. Directors who fail to attend meetings of the Board for a six month period shall be removed unless a vote of the majority of the other Directors waives this provision.

2.11 **Vacancies.** Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors even if they do not constitute a quorum. The Board may declare vacant the office of any Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final court or judgment of any court or have breached any duty arising under sections 5230 through 5238 of the Law. Subject or Section 5222(f) of the Law, the Board may also remove any director without cause if the removal is approved by a majority of the Directors then in office.

2.12 **Presumption of Assent.** A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting or unless he/she files his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or unless he/she forwards such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.
2.13 **Compensation.** Directors shall not receive any stated salaries for their services, but by Board resolution, directors may be paid their expenses, if any, of attendance at Board meetings, committee meetings, or such other events as the Board may assign a Director to attend.

2.14 **Loans.** No loans shall be made by the Corporation to any of its Directors. Conflict of Interest.

(a) **Prohibited Financial Interests.** Directors shall not accept any loans from CLUE. Directors shall not perform for any personal gain services to CLUE, whether as an employee, as a consultant, or in any other capacity which promises compensation of any kind.

(b) **Financial Interests Requiring Board Determination.**
   i. If a Director has a beneficial interest in, or substantial obligation to, any supplier of goods or services to CLUE, or any other organization that is engaged in doing business with or serving CLUE or offering to do business with CLUE, the Director has a duty to disclose all material facts regarding that financial interest to the Board.
   
   ii. If a Director has a family relationship with any person who performs services for CLUE for personal gain or who has a financial interest in any organization doing business with CLUE, the Director has a duty to disclose all material facts regarding that relationship and financial interest to the Board.
   
   iii. Whenever a Director discloses any financial interest to the Board pursuant to this Conflict of Interest provision, the Board shall determine whether or not the financial interest rises to a conflict of interest. The disclosing Director shall leave the meeting during the discussion and vote on this matter.

A. If the disinterested members of the Board determine that no more advantageous transaction or arrangement is available to CLUE and that the transaction or arrangement is in CLUE's best interests, for its own benefit, and that it is fair and reasonable, it may make a decision to enter or maintain the transaction or arrangement despite the potential conflict of interest, but the Director shall abstain from any future vote involving that transaction or arrangement.

B. If the Board determines that there is a conflict of interest that undermines the Director's ability to put the interests of CLUE first in other matters, the conflict must be resolved forthwith by an

---

1 Entire section 2.14 modified December 2011 by CLUE Board of Directors
elimination of the financial interest or the Director's resignation from the Board.

iv. **Failure to Disclose.** If the Board has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall give the Director an opportunity to explain the alleged failure to disclose. If, after hearing the Director’s response, the Board determines that the Director has failed to make a required disclosure, the Board shall take appropriate corrective action.

2.15 **Rights of Inspection.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

**ARTICLE 3. COMMITTEES**

3.1 **Appointment.** In the event that the Board determines that the management of the corporation would benefit from the establishment of one or more standing or special committees, the board may from time to time establish such committees.

3.2 **Manner of Establishment.** The establishment of a standing or special committee shall be made by a resolution approved by a majority of the Board then in office which specifically sets forth the powers and duties delegated to such committee. Each such committee shall consist of two or more directors and may include a lesser number of persons who are not directors, selected by majority vote of the directors. The Chair of the committee shall be a Director selected by majority vote of the Board.

3.3 **Powers of Committees.** A standing or special committee is a committee elected by the Board which is specifically authorized, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some discretion, decision of the Board pursuant to guidelines established by the Board. Notice of, and procedure for, meetings of committees shall be as prescribed by the chair of the committee and meetings may be called by the Board or the chair.

3.4 **Limitations on Committees.** No committee shall have any powers beyond those specifically delegated to it by the Board. The Board may not delegate the following powers:

(a) Filling vacancies on the Board or on any committee.

(b) The amendment or repeal of Bylaws or adoption of new Bylaws.
(c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

(d) The appointment of other committees of the Board or the members thereof if such committee will have the authority of the Board.

(e) The fixing of compensation or the adoption of the job description for the Executive Director.

(f) The final adoption of any operating budget for the corporation.

3.5 **Broader Committees: Regional or Issues-Based Committees**

The CLUE Board of Directors or its organizing staff may establish regional or issue-based committees that further the mission of the organization. These Committees are empowered to:

(a) Recommend positions on local issues or issues for which they are established

(b) Set strategies and make decisions in order to accomplish the Committee’s goals.

(c) As needed, request financial support for those actions to the Executive Director

The Board shall be made aware of the activities of these committees. All positions, strategic decisions and financial requests are subject to review and rescission by the Executive Director and/or the CLUE Board of Directors. Positions on community ballot measures require a vote of the Board of CLUE to become positions of CLUE.

**ARTICLE 4. MEMBERS**

4.1 **Members.** The corporation shall have no members. Any action that would otherwise require approval by members shall require only approval by the Board.

4.2 **Associates.** Nothing in this article shall be construed as limiting the right of the corporation to refer to persons associated with it as “members” even though such persons are not members within the meaning of section 5056 of the Law.

**ARTICLE 5. OFFICERS**

---

2 Entire section added by unanimous consent at 9/27/2016 meeting of Board of Directors of CLUE
5.1 Number. The officers of the Corporation shall be a Chair of the Board, a Vice Chair of the Board, a Secretary and Treasurer, each of whom shall be elected by the Board. The corporation may have such other officers as may be elected or appointed from time to time by the Board and who shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may determine.

5.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board at the annual meeting of the Board of Directors described in Section 2.3(a) above.

(a) Election of Officers Other than Chair. Except in the case of the Chair, each officer shall be elected for a term of one year, beginning on the first day of the September following his or her election, and may be re-elected to serve additional terms without limitation.

(b) Election of Chair.

(i) The Chair shall be elected for an initial term of two years, beginning on the first day of the September following his or her election. A Chair who has completed a two-year term may be re-elected to serve an additional one-year term up to twice, for a maximum total consecutive term of four years.

(ii) To be eligible for election as Chair, a Board member must have served on the Board of CLUE for a minimum of one year.

5.3 Resignation. Any officer may resign at any time by delivering written notice to the president, the Secretary, or the Board.

5.4 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract or employment rights, if any, of the person so removed.

5.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board promptly for the unexpired portion of the term.

5.6 Chair. The Chair shall preside over all Board meetings and shall exercise such other powers and duties as may be from time to time assigned by the Board or prescribed by Law or these Bylaws. The Chair shall sign such documents and instruments as required by these Bylaws or authorized by the Board.
5.7 **Vice Chair.** The Vice Chair shall exercise all the powers of the Chair in the absence of the Chair.

5.8 **Secretary.** The secretary may be the staff person responsible for financial management for the corporation who shall have no vote. The Secretary shall: (a) keep or cause to be kept the minutes of a meeting of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep registers of the post office address of each Director; (e) sign such documents and instruments as required by these Bylaws or authorized by the Board.

5.9 **Treasurer.** The treasurer shall cause to be kept and maintained adequate and correct accounts of the finances of the corporation and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board.

5.10 **Executive Director.** The Executive Director shall be the general manager of the corporation and shall have, subject to the control of the Board, general supervision, direction and control of the corporation and its employees. The Executive Director shall report directly to the Board and shall have the general power and duties of the management usually vested in the office of president and general manager of the corporation and such other powers and duties as may be prescribed by the Board.

**ARTICLE 6. CONTRACTS AND FINANCIAL TRANSACTIONS**

6.1 **Contracts and Documents.** The Board may authorize any officer or officers, or agent or agents, to enter into contracts or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

6.2 **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

6.3 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

6.4 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board may select itself or through delegation to staff of the Corporation.
6.5 Gifts and Contributions. The Treasurer may accept on behalf of the Corporation directly or through delegation to Corporation staff any contribution, gift, bequest or device as may be consistent with the established purpose of the Corporation and as may be permitted by any applicable local, state or federal law.

ARTICLE 7. BOOKS AND RECORDS; OBLIGATIONS

7.1 Maintenance of Records. The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board and such other records as may be necessary or advisable, or required by law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Corporation.

7.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

7.3 Annual Report. The Board shall cause an annual financial report prepared by a Certified Public Accountant based on an audit of the records of the Corporation to be furnished to the Board not later than 150 days after the end of each fiscal year. The report shall contain those schedules and statements normally included in financial statements of a corporation.

7.4 Annual Statement of Certain Transactions and Indemnifications. The corporation shall furnish annually to its directors a statement of any covered transaction or indemnifications described below, if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 7.3 of these Bylaws. A covered transaction under this section is a transaction in which the corporation was a party and in which either of the following interested persons had a direct or indirect material financial interest (excluding a mere common directorship):

i. Any director or officer of the corporation or its parent or subsidiary.

ii. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or subsidiary.

The statement required by this section shall describe briefly:

i. Any covered transaction (including compensation of officers and directors) during the previous fiscal year involving more than $50,000, or which was one of a number of covered transactions in which the same
interested persons had direct or indirect material financial interest and which transactions in the aggregate involve more than $50,000.

ii. The names of interested persons involved in such a transaction, stating such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

iii. The amount and circumstances of any indemnifications or advances aggregation more than $10,000 paid during the fiscal year to any officer or director of the corporation.

7.5 **Indemnification.** To the full extent permitted by the Law, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit or proceeding arising by reason of the fact any such person is or was a director or officer of the corporation; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the Law. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

**ARTICLE 8. EXECUTIVE COMMITTEE**

8.1 **Number, Tenure and Qualifications.** At the annual meeting of the Board of Directors described in Section 2.3(a) above, the Board, by majority vote, shall elect from its members an Executive Committee, which will assist in preparing and implementing Corporation policies and program. The number of members of the Executive Committee shall not be less than three (3), including the Chair of the Board of Directors, who shall also chair the Committee. The Committee members shall serve for one year, beginning on the first day of the September following their election, and may be re-elected to serve additional terms without limit.
8.2 **Powers.** The Executive Committee shall have the authority to direct and oversee the implementation by the Executive Director of policies, initiatives and programs recommended by the Board. The Executive Committee shall also have the authority to approve and oversee the budget and approve contracts if necessary on behalf of the Corporation.

8.3 **Meetings.** The Executive Committee shall meet, from time to time, when any such meeting is called by the Chair, or by a majority of the members of the Executive Committee. Notice for such a meeting shall be delivered orally or in writing twenty-four (24) hours in advance of the meeting.

8.4 **Quorum.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at a meeting of the Executive Committee.

8.5 **Manner of Acting.** The act of a majority of the members present at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee.

8.6 **Action by the Executive Committee without Meeting.** Any action which would otherwise be taken at a meeting of the Executive Committee may be taken without a meeting if such action is approved, in writing, by all of the members of the Executive Committee.

8.7 **Meeting by Conference Telephone.** Members of the Executive Committee may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other.

ARTICLE 9. AMENDMENTS

These bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the Board at any regular or special meeting of the Board by vote of at least two-thirds of the directors in the office.