

BYLAWS

of the Billy Foundation

May these words of agreement serve to inform the expectations of our community, increase the efficiency of our Board, and serve us as a tool for achieving great things in our lives and in the world.

ARTICLE 1 — OBJECTIVES & PURPOSES	1
Section 1-1 Mission.....	1
Section 1-2 Values	1
ARTICLE 2 — CONSTITUENCY	2
Section 2-1 Billys & Billykin	2
Section 2-2 No Members	2
ARTICLE 3 — BOARD OF DIRECTORS	3
Section 3-1 Number of Directors & their Qualifications.....	3
Section 3-2 Board Powers & Visioning Retreats.....	4
Section 3-3 Board Mission Statement	4
Section 3-4 Director Duties	5
Section 3-5 Director Compensation & Perquisites	6
Section 3-6 Board Vacancies	7
Section 3-7 Election of Directors & Their Terms of Office	8
Section 3-8 Non-Liability, Insurance & Indemnification	9
Section 3-9 Honorary Directors	10
ARTICLE 4 — OFFICERS	10
Section 4-1 Billy Foundation Officers & Their Qualifications	10
Section 4-2 Duties of President	11
Section 4-3 Duties of Vice President.....	11
Section 4-4 Duties of Secretary	12

Section 4-5	Duties of Treasurer	12
Section 4-6	Officer Compensation.....	13
Section 4-7	Officer Elections and Terms	14
Section 4-8	Removal and Resignation of Officers.....	14
Section 4-9	Vacancies	14
ARTICLE 5 — BOARD MEETINGS & BUSINESS		15
Section 5-1	Regular & Special Meetings	15
Section 5-2	Place of Meetings	15
Section 5-3	Notice of Meetings	16
Section 5-4	Quorum for Meetings.....	18
Section 5-5	Board Resolutions.....	19
Section 5-6	Conduct of Meetings & Working Agreements	20
ARTICLE 6 — COMMITTEES.....		21
Section 6-1	Board Committees.....	21
Section 6-2	Community Committees.....	Error! Bookmark not defined.
Section 6-3	Committee Rules & Minutes.....	Error! Bookmark not defined.
ARTICLE 7 — INSTRUMENTS, DEPOSITS, FUNDS & ASSETS		22
Section 7-1	Execution of Instruments.....	22
Section 7-2	Checks and Notes	22
Section 7-3	Deposits	23
Section 7-4	Gifts	23
Section 7-5	Prohibition Regarding Sharing Corporate Profits & Assets.....	23
ARTICLE 8 — FISCAL YEAR.....		23
ARTICLE 9 — OFFICES		23
Section 9-1	Principal Office	23
Section 9-2	Change of Address.....	24
Section 9-3	Other Offices	24



ARTICLE 10 — RECORDS, SEAL & ANNUAL REPORT	24
Section 10-1 Maintenance of Corporate Records	24
Section 10-2 Corporate Seal.....	25
Section 10-3 Director Inspection Rights.....	25
Section 10-4 Annual Report	25
ARTICLE 11 — AMENDMENT OF BYLAWS.....	27
ARTICLE 12 — AMENDMENT OF ARTICLES OF INCORPORATION	27
Section 12-1 Amendment Process.....	27
Section 12-2 Prohibited Amendments.....	27
ARTICLE 13 — DISSOLUTION OF THE CORPORATION	27
Section 13-1 Dissolution Process.....	27
Section 13-2 Distribution of Assets Upon Dissolution of Corporation	28
ARTICLE 14 – GOVERNING LAW	28
WRITTEN CONSENT OF DIRECTORS ADOPTING 2010 REVISED BYLAWS.....	29
<u>Appendix 1 — Process for Election of Directors</u>	<u>A-1</u>
<u>Appendix 2 — Form for Submission of Director Address; Consent for Email Notices</u>	<u>A-3</u>
<u>Appendix 3 — Director Conflicts of Interest Policy</u>	<u>A-4</u>
<u>Appendix 4 — Copy of Original Articles of Incorporation</u>	<u>A-9</u>
<u>Appendix 5 — Dissolution Filing Instructions</u>	<u>A-12</u>

**BYLAWS
OF
THE BILLY FOUNDATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ARTICLE 1 - OBJECTIVES & PURPOSES

Section 1-1 Mission

The mission of the Billy Foundation is to foster community, intimacy, and personal exploration among gay, bi, and queer men through shared values and heart-centered brotherhood.¹

Section 1-2 Values

- A. We are a heart-centered community woven together by shared values and by our shared experience as gay, bi, and queer men. We strive to be present and mindful with ourselves and each other and to foster:
- compassion, generosity, honesty, and respect for ourselves and for others.
 - responsibility for ourselves, to each other, and to our community, including those in need.
 - personal expression and growth.
 - fun, frolic, and fabulousness.
 - celebration of our sexual and spiritual natures.
 - an environment conducive to our physical, emotional, and sexual health, safety, and well-being.

¹ Prior to August 19, 2007, the Billy Foundation Mission Statement read as follows: “The mission of the Billy Club is to promote intimacy and community among gay and bi-sexual men, and to build bridges with supportive communities.”

It is interesting to note that the [Articles of Incorporation](#) allow the organization to operate in an even wider arena, if so desired: “The Billie [*sic*] Foundation is an organization formed to affirm the social, community health, health education and service needs of gay and bisexual men and their interpersonal support systems.”

- welcoming and active integration of new Billys as well as openness to friends and family who share our values.
 - diversity that embraces differences including race and ethnicity, class, age, body type, HIV status, physical ability, education, and financial circumstances; we welcome gay-identified transmen.
 - the building of bridges to other communities that support our mission and share our values.
 - authenticity.
 - reverence for nature.
 - commitment to resolving conflict through active engagement.
- B. We encourage ourselves to be present and mindful by advocating an environment free of drugs and alcohol at our Gatherings.
- C. We envision the creation of a world based on principles of nonviolence, sustainability, cooperation, service, and the building of deeper wisdom through shared perspective.
- D. Heart Circle is our central ritual, and consensus is our process; they embody our values.

ARTICLE 2 - CONSTITUENCY

Section 2-1 **Billys & Billykin**

We welcome all gay, bi, and queer men and gay-identified transmen who share our values to join in community as “Billys” and participate in Billy events. We invite non-Billy friends and family who share our values to join in our community and in certain events as “Billykin”.

Section 2-2 **No Members**

- A. The Billy Foundation corporation [hereinafter “the Billy Foundation”] and its business aliases (“Billys” and “Billy Club”) are non-membership organizations .
- B. Pursuant to section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California [hereinafter the “California NPBC Law”], any

action that would otherwise, under law or the provisions of the [Articles of Incorporation](#) or Bylaws of this corporation, require approval by a majority of all members or approval by the members will only require the approval of the Billy Foundation Board of Directors.

ARTICLE 3 – BOARD OF DIRECTORS

Section 3-1 Number of Directors & Their Qualifications

- A. The Billy Foundation will have at least six (6) and no more than eleven (11) directors. Collectively they are to be known as the Board of Directors [hereinafter referred to simply as “the Board”].
1. The Board may continue to operate and conduct business when the number of directors in office has fallen below the [Section 3-1.A](#) minimum as long as the requirements of [Section 5-5](#) are met for all Board actions.²
- B. Any person may serve as a director of the Billy Foundation, provided that they have:
1. Attended a minimum of two Board meetings in the past year.
 2. Attended a minimum of two Gatherings within the past two years.
 3. Submitted, according to such procedures as the Board from time to time may adopt, a written application to serve as a director.
 4. Been duly elected per [Section 3-7](#).³
- C. The provisions of Section 3-1.B notwithstanding, not more than forty-nine percent (49%) of the directors serving on the Board may be interested persons.
- D. For the purposes of Section 3-1.C, “interested persons” are any of the following:
1. Any person currently being compensated by the Billy Foundation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent

² If a quorum of four (4) directors is achieved, business can be conducted by meeting.

If such a quorum is not possible, decisions must be made by [Section 5-5.B](#) unanimous written consent.

³ See also [Appendix 1](#) (Process for Election of Directors).

contractor, or otherwise, excluding any reasonable compensation paid to a director under [Section 3-5.A](#).

2. Any brother, sister, ancestor, descendant, domestic partner, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, or acknowledged significant other of any person receiving compensation as described in Section 3-1.D.1.
3. Any brother, sister, ancestor, descendant, domestic partner, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, or acknowledged significant other of any other director.

Section 3-2 Board Powers & Visioning Retreats

- A. Subject to the provisions of the California NPBC Law and any limitations in the [Articles of Incorporation](#) and these Bylaws, the activities and affairs of this corporation will be conducted and all corporate powers will be exercised by or under the direction of the Board.
- B. The Board will call a biennial “Visioning Retreat” assemblage of all interested Billys and Billykin for the purpose of setting general goals for the Billy Foundation.
 1. Notice for any Visioning Retreat will be considered timely and sufficient if sent at least one month in advance by email or paper copy to all Billys and Billykin who have provided their current address to the foundation for the purpose of being on the regular mailing list.
- C. Section 3-2.A notwithstanding, any resolution agreed upon by the participants of a Visioning Retreat by a formal consensus-minus-one decision⁴ will be considered an act of the Billy Foundation.⁵

Section 3-3 Board Mission Statement

- A. The Board has all fiduciary responsibility for the Billy Foundation and

⁴ Such a decision requires all but one present to (a) join the consensus or (b) express non-opposition by “standing aside”. Such a decision cannot be achieved when opposition is expressed by two or more persons present. Such “blocking” opposition should be based only on the sense that either the values or the vitality of the Billy community or Billy Foundation is threatened.

⁵ Such formal votes have been rare in Billy history. Since directors are required to attend Visioning Retreats per [Section 3.4.G.10](#), the Board will be participating in any Section 3-2.C resolution, and its participation and approval will therefore be inherent to the Visioning Retreat consensus process and can be assumed.

- commits itself to ensuring that all Board actions have integrity and are in accordance with all relevant laws, the [Articles of Incorporation](#), these Bylaws and their [Section 1-1](#) mission and [Section 1-2](#) values.
- B. The Board has all fiscal responsibility for the Billy Foundation and the assets entrusted to it, and will devote itself to creating long-term financial stability for the foundation.
 - C. The Board is responsible for governance of the Billy Foundation, including specifically the fulfillment of the duties set out in Section 3-4 below and the creation of policy to guide individual Billys in undertaking tasks and programming on behalf of the Billy Foundation and under its auspices.
 - D. To the extent that Billys are actively engaged in creating and producing programming under the auspices of the Billy Foundation, the Board will devote itself to ensuring that proper legal, financial, and policy structures are in place to support those programs.
 - E. To the extent that Billys are no longer actively engaged in creating, producing or supporting certain Billy Foundation programming, the Board may discontinue or cut back support for those programs (with consideration of Visioning Retreat consensus decisions), relying on the Billy community to resurrect interest in those programs before committing Board time and energy, and foundation resources, to them.

Section 3-4 **Director Duties**

It will be the duty of the directors to:

- A. Provide stewardship of the Billy community, furthering the [Section 1-1](#) mission of the Billy Foundation and the organization's charitable purposes, and exemplifying and encouraging [Section 1-2](#) values.
- B. Perform any and all duties imposed on them collectively or individually by law, by the [Articles of Incorporation](#), or by these Bylaws.
- C. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Billy Foundation.
- D. Supervise all officers, agents, and employees of the Billy Foundation to assure that their duties are performed properly.
- E. Meet at such times and places as required by these Bylaws.

- F. Work to ensure that Billy Foundation Gatherings and events are safe, financially sound, and run in accordance with the foundation's [Section 1-1](#) mission and [Section 1-2](#) values.
- G. Additionally, each director individually is expected to:
1. Attend most Board meetings (absences should be the exception) and remain until adjournment.
 2. Participate in a consensus decision-making process where reaching a decision is a firm commitment.
 3. Incorporate the views of the Billy community in the Board decision-making process when possible and/or appropriate.
 4. Participate in all forms of Board communication, reading and responding to Board emails and other notices in a timely fashion.
 5. Dedicate six (6) to eight (8) hours each month to serving on an [Article 6](#) committee, or undertaking other Board work or officer duties.⁶
 6. Register his or her address with the Billy Foundation Secretary for the purpose of effecting [Section 5-3.D](#) notices, and submit, if email notice of meetings is acceptable, the written consent required by [Section 5-3.G.1](#).⁷
 7. Serve as an ambassador from the Board to the Billy community.
 8. Attend at least one Gathering each year, and participate regularly in "Community Circles" held as a means for direct communication between the Board and Billys at large.
 9. Attend any Board retreat.
 10. Attend any [Section 3-2.B](#) Visioning Retreat.
 11. Participate in other Billy activities as time and interest allow.

Section 3-5 Director Compensation & Perquisites

- A. Directors will serve without compensation, except that they will be:
1. Allowed reasonable advancement or reimbursement of expenses incurred in the performance of the duties specified in [Section 3-4](#) to

⁶ Reference to holding a portfolio removed per Board of Director consensus 8/19/2018

⁷ See [Appendix 2](#) (Form for Submission of Director Address; Consent for Email Notices).

the extent that monies for such expenditures have either been budgeted and allocated by the Board or are approved by special resolution of the Board.

2. Guaranteed registration at any Gathering regardless of whether a registration lottery occurs.
3. Favored in regard to their Gathering housing requests.
4. Granted access either to the Director Scholarship Fund (a fund consisting only of monies donated to the Billy Foundation for the express purpose of providing Gathering scholarships to directors so that they can be present at a maximum number of Gatherings each year regardless of their personal income level) or to the Richard Locke Scholarship Fund (a fund consisting of monies donated to the Billy Foundation for the express purpose of providing Gathering scholarships to attendees whether or not they are directors) to the extent that such scholarship funds are available.
5. Sent all Billy mailings (including Gathering calls) free of any applicable mailing fee.

- B. Directors may not be compensated for rendering services to the Billy Foundation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of [Section 3-1.C](#).

Section 3-6 **Board Vacancies**

Vacancies on the Board will exist whenever one of the following events occurs:

- A. The term for a particular director expires without the election of his or her successor.
1. Section 3-6.A notwithstanding, no director may leave office at the expiration of his or her term if the Billy Foundation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.
 2. Section 3-6.A notwithstanding, no director may leave office at the expiration of his or her term if the Board would then be out of compliance with [Section 3-1.C](#) because more than 49% of the remaining directors are “interested persons” as defined by [Section 3-1.D](#).

B. A director resigns.

1. Although it is expected that all directors will serve their full term, a director may resign at any time by giving written notice of his or her resignation to the Board or to the Billy Foundation President or Secretary.
2. Any director resignation will take effect at the time of receipt of such notice or at any later date specified by the resignation notice, and, unless otherwise specified by the notice, the acceptance of such resignation will not be necessary to make it effective.
3. Section 3-6.B.1 notwithstanding, no director may resign if the Billy Foundation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.
4. Section 3-6.B.1 notwithstanding, no director may resign if the Board would then be out of compliance with [Section 3-1.C](#) because more than 49% of the remaining directors are “interested persons” as defined by [Section 3-1.D](#).

C. A director dies or becomes incapacitated.

D. The Board declares vacant the office of a director who has been convicted of a felony, been declared by court order to be of unsound mind, or been found by an order or judgment of any court to have breached any duty under section 5230 et seq. of the California NPBC Law.

E. A director is removed from office by the Board, with or without cause, by consensus of all directors then in office who are not the subject of the removal proceedings.

F. The Board modifies [Section 3-1.A](#) of these Bylaws to increase the authorized number of directors.

Section 3-7 Election of Directors & Their Terms of Office⁸

A. Vacancies on the Board may be filled by resolution of the Board.

B. If the number of directors in office is less than the [Section 3-1.A](#) minimum, vacancies may be filled only by unanimous written consent per [Section 5-](#)

⁸ The election procedures adopted by the Board on September 18, 2005, are given in [Appendix 1](#).

5.B.

1. Any sole remaining director may elect a second director by the written consent of the sole remaining director alone. Thereafter, each remaining vacancy may be filled only by the consent of all directors then in office.
- C. Each director is elected to a two-year term, extending from his or her election until the adjournment of such meeting as would be (or would have been) regularly held in the month two (2) years thereafter.
1. A director may be re-elected to consecutive and/or multiple terms, without limit.
 2. Section 3-7.C notwithstanding, any director may be elected to a term of special length as determined by resolution of the Board.

Section 3-8 **Non-Liability, Insurance & Indemnification**

- A. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- B. When any civil, criminal, administrative, or investigative proceeding is brought to procure a judgment against a person who is, or was, a director, officer, employee, or other agent of the Billy Foundation by reason of the fact that he or she is, or was, an agent of the Billy Foundation, indemnification shall be provided by the Billy Foundation as follows:
1. To the extent that such a person is successful in defense of any claim, issue, or matter therein, such person will be indemnified against expenses actually and reasonably incurred by him or her in connection with such proceeding.
 2. To the extent that such a person either settles any such claim or sustains a judgment against him or her, indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings will be provided only to the extent allowed by, and in accordance with, the requirements of section 5238 of the California NPBC Law.
- C. The Board may authorize the purchase and maintenance of insurance on behalf of any director, officer, employee, or other agent of the Billy Foundation against any liability, other than for violating the self-dealing provisions of section 5233 of the California NPBC Law, asserted against or

incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Billy Foundation would have the power to indemnify the agent against such liability under the provisions of section 5238 of the California NPBC Law.

Section 3-9 Honorary Directors

The Billy Foundation honors the following persons because of the extraordinary effort, creativity, and leadership they exerted in forming, supporting, and guiding our organization. These honorary positions do not carry any rights or responsibilities and will not be considered when determining a [Section 5-4](#) quorum.

Founders: Terry Brown, Richard DiGiulio, Jackson Branum and Ron Vanscoyk

Directors Emeritus: Karen Ottoboni and Paul Mueller

ARTICLE 4 - OFFICERS

Section 4-1 Billy Foundation Officers & Their Qualifications

- A. The officers of the Billy Foundation will be a President, a Vice President, a Secretary, and a Treasurer.
- B. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may concurrently serve as the President.⁹
- C. The Board may appoint such other subordinate officers, or agents as it may deem desirable, and such officers will serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.¹⁰
- D. Any person may serve as an officer of the Billy Foundation, except that the offices of President and Vice President must be filled by persons who are concurrently serving as Board directors.

1. A President or Vice President whose term as director has expired

⁹ As a result of this restriction, should the number of directors serving on the Board fall below three, then the offices of Secretary and Treasurer (or perhaps both) must be filled, pursuant to Section 4-1.D, by persons who are not Board directors.

¹⁰ Reference to portfolio holders removed per Board of Director consensus 8/19/2018

may not act in their officer capacity until and unless they are re-elected as a Board director.

Section 4-2 Duties of President

The President will be the chief executive officer of the Billy Foundation. Subject to the control of the Board, the President will:

- A. Supervise and control the affairs of the Billy Foundation and the activities of its officers.
- B. Chair and facilitate Board meetings (or designate another director or officer to chair such meetings), unless another director is designated as chairperson per [Section 5-6.A](#).
- C. Execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board, except as otherwise expressly provided by law, the [Articles of Incorporation](#), or these Bylaws¹¹, or if another person has been so authorized by [Section 7-1.A](#).
- D. Perform all other general duties incident to the office of President and such other duties as may be required by law, the [Articles of Incorporation](#), or these Bylaws¹², or which may be assigned to him or her from time to time by the Board.

Section 4-3 Duties of Vice President

The Vice President will:

- A. In the absence of the President, or in the event of the President's inability or refusal to act, perform all the duties of the President. When so acting, the Vice President will have all the powers of, and be subject to all the restrictions on, the President.
- B. Have other powers and perform such other duties as may be prescribed by law, the [Articles of Incorporation](#), or these Bylaws, or which may be assigned to him or her from time to time by the Board.

¹¹ See [Section 7-2](#).

¹² See [Sections 4-9.B](#) and [5-2.B.1](#).

Section 4-4 **Duties of Secretary**

The Secretary will:

- A. Certify and keep at the [Section 9-1](#) principal office of the Billy Foundation the original or a copy of these Bylaws pursuant to [Section 10-1.A](#).
- B. Keep at the principal office of the Billy Foundation a book of minutes, pursuant to [Section 10-1.B](#).
- C. See that all notices are duly given in accordance with the provisions of [Section 5-3](#) or as required by law.
- D. Be custodian of the records and of the corporate seal, and see that the seal is affixed to all duly executed documents per [Section 10-2.C](#).¹³
- E. Except as provided by [Section 5-6.B](#), act as secretary of all meetings of the Board and be responsible for the recording of written minutes per [Section 10-1.B](#).
- F. Upon request and at all reasonable times, exhibit the Bylaws and the minutes of the proceedings of the Billy Foundation to any director, or to his or her agent or attorney.
- G. Perform all general duties incident to the office of Secretary and such other duties as may be required by law, the [Articles of Incorporation](#), or these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 4-5 **Duties of Treasurer**

The Treasurer will be the chief financial officer of the Billy Foundation. Subject to the provisions of [Article 7](#) of these Bylaws, the Treasurer will:

- A. Have charge and custody of, and be responsible for, all funds and securities of the Billy Foundation, and ensure that all such funds are deposited in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board.
- B. Receive and give receipt for, or supervise the receipt of, monies due and payable to the Billy Foundation from any source whatsoever.

¹³ As of 2011, the Board had not authorized use of a corporate seal.

- C. Disburse, or cause to be disbursed, the funds of the Billy Foundation as may be directed by the Board, taking proper vouchers for such disbursements.
- D. Keep and maintain, or supervise the maintenance of, adequate and correct accounts of the Billy Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses, pursuant to [Section 10-1.C](#).
- E. Take the lead in preparing a draft budget and assisting the Board in its discussion, amendment, and adoption of an annual budget.
- F. Ensure that monthly financial reports are prepared for Board meetings, as specified by the Board.
- G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- H. Upon request and at all reasonable times, exhibit the Billy Foundation books of account and financial records to any director, or to his or her agent or attorney.
- I. Upon request, render to the President and directors an account of any or all of his or her transactions as Treasurer and of the financial condition of the Billy Foundation.
- J. Perform all general duties incident to the office of Treasurer and such other duties as may be required by law, the [Articles of Incorporation](#), or these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 4-6 **Officer Compensation**

- A. The salaries of the officers, if any, will be fixed from time to time by resolution of the Board,¹⁴ and no officer will be prevented from receiving such salary by reason of the fact that he or she is also a director of the Billy Foundation.
 - 1. Section 4-6.A notwithstanding, a salary may not be paid to an officer who is a Billy Foundation director if receipt of such salary results puts the number of interested persons serving on the Board above

¹⁴ As of 2011, no officer salary has ever been authorized.

the maximum¹⁵ allowed by [Section 3-1.C](#).

- B. In all cases, any salaries received by officers of the Billy Foundation will be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

Section 4-7 **Officer Elections and Terms**

- A. Officers will be elected by the Board, at any time, and shall serve one-year terms. Successive terms are permitted.
- B. Section 4-7.A notwithstanding, any officer may remain in office until his or her successor is elected.¹⁶

Section 4-8 **Removal and Resignation of Officers**

- A. The Board may at any time, with or without cause, remove any officer by consensus of all directors then in office who are not the subject of the removal proceedings.
- B. Any officer may resign at any time by giving written notice of his or her resignation to the Board or to the Billy Foundation President or Secretary.
 - 1. Any officer resignation shall take effect at the date of receipt of such notice or at any later date specified by the resignation notice, and, unless otherwise specified by the notice, the acceptance of such resignation shall not be necessary to make it effective.
- C. The above provisions of this section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board, relating to the employment of any officer of the corporation.

Section 4-9 **Vacancies**

- A. Any officer vacancy caused by death, resignation, removal, disqualification, or otherwise will be filled by resolution of the Board.
- B. In the event of a vacancy in any office other than that of President, the

¹⁵ Forty-nine percent.

¹⁶ But see [Section 4-1.D.1](#) which requires that the President and Vice President be at all times current members of the Board. Note that although officers may remain in office past the expiration of their terms, per [Section 3-6.A](#) directors may not.

President may appoint any qualifying person to temporarily serve in the vacant position until such time as the Board fills the vacancy.

- C. Vacancies occurring in subordinate offices appointed at the discretion of the Board pursuant to [Section 4-1.C](#) may or may not be filled as the Board shall determine.

ARTICLE 5 – BOARD MEETINGS & BUSINESS

Section 5-1 Regular & Special Meetings

- A. Regular meetings of the Board will be held on a specified day of each month unless prior notice is given.¹⁷
- B. Special meetings of the Board may be called by any [Section 4-1.A](#) officer or by any two directors.
- C. Meetings are open to all Billys and Billykin, who may participate without vote.
 - 1. Whenever necessary and appropriate to consideration of pending personnel or legal matters, as permitted and/or required by California law, the Board may withdraw to a “closed session” and exclude all persons who are not current directors.
 - 2. The Board will make every effort to operate transparently and inclusively and will keep the number of section 5-2.C.1 closed sessions to the bare minimum necessary.

Section 5-2 Place of Meetings

- A. Regular meetings may be held at any place, within or without the State of California, as provided by resolution of the Board.¹⁸
- B. Special meetings may be held at any time or place designated by the person(s) calling the meeting (per [Section 5-1.B](#)), as long as no director objects in a timely manner.

¹⁷ Since before 2005, the Board has regularly met on the third Sunday of each month, at 1:00 p.m.

¹⁸ As of June 21, 2009, regular meetings alternate between Sonoma County and the Bay Area, with Bay Area meetings alternating between San Francisco and the East Bay. Generally held at Billy homes, the address of each regular meeting is determined by the Board and noticed to the community.

1. Once any director has made a timely objection to the time or place of a special meeting, the President or his/her designee will make due diligent efforts to find and set an alternative time and place that will:
 - a. Not knowingly exclude any director who holds a divergent view of the issues on the agenda of the special meeting;
 - b. Allow a maximum number of directors to attend; and
 - c. Allow for timely resolution of the issues at hand.
- C. Any special meeting will be valid only if (1) timely notice has been given per Section 5-3, or (2) the waiver/consent of all absent directors is given per [Section 5-3.F.](#)
- D. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all directors participating in such meeting can participate in the manner described in [Section 5-4.B.](#)

Section 5-3 **Notice of Meetings**

- A. Notice for Regular Meetings. Regular meetings of the Board may be held without notice.
 1. Section 5-3.A notwithstanding, notice of each regular Board meeting will be given to the Billy community at large. Such notice will be considered timely and sufficient if sent by email at least one week prior to the meeting to all Billys and Billykin who have provided their current email address to the foundation for the purpose of receiving ongoing communications regarding Board business.
- B. Notice for Special Meetings. Special meetings of the Board shall be held upon four (4) days written notice by first-class mail, or forty-eight (48) hours notice delivered personally or by electronic means pursuant to [Section 5-3.G.](#)
- C. Notice Content. Notice of meetings will specify the place, day, and hour of the meeting. The purpose of and agenda for any meeting will be specified in the notice, if possible.
- D. Notice Validation. Any notice will be considered valid if delivered in the timeframe noted in [Section 5-3.B](#) and delivered to the address shown on the

books of the corporation.¹⁹ If sent by mail, the notice will be deemed to be delivered on its deposit into the mail. If sent by electronic means, the notice will be deemed to be delivered on confirmation of delivery to the recipient machine.

E. *Notice for Adjourned Meetings*. Adjourned meetings²⁰ are subject to the above notice requirements, except that:

1. If the time and place of the adjourned meeting is fixed at the original meeting, no notice need be given to any directors present at the original meeting.
2. If the adjourned meeting is to be held no more than twenty-four (24) hours from the time of the original meeting,²¹ no notice need be given to directors absent from the original meeting or to the Billy community at large.
3. The agenda for the adjourned meeting need not be included in any notice.

F. *Waiver of Notice & Consent to Hold Meetings*. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a [Section 5-4](#) quorum is present and provided that each absent director either (1) signs, before or after the meeting, a waiver of notice or a consent to holding the meeting, or (2) participates, whether by affirmative vote or by standing aside, in the approval of the minutes of that meeting.

1. All such waivers and consents shall be in writing and filed with the corporate records or made a part of the minutes of the meeting.²²

¹⁹ The [Appendix 2](#) form is suggested for this purpose.

²⁰ “Adjourned meetings” here refers to meetings that do not conclude but are continued at a later time and place. Per Wikipedia (http://en.wikipedia.org/wiki/Main_Page), adjourn means to “suspend proceedings to another time or place, or to end them.”

²¹ “Such adjournments would typically occur because the issues which require resolution face an impending deadline. This paragraph is not intended to preclude notice to absent members or the community, but merely to allow the Board to (a) make emergency decisions when notice to absent persons is impractical or impossible under the circumstances, or (b) continue a meeting held at a retreat where it is reasonable to expect that it will be impractical or impossible for absent persons to attend the adjourned meeting given travel time and the one-day timeframe. Even under such circumstances, however, notice should be given when possible.

²² If a meeting is not properly called or noticed, or is held at an inappropriate time or place, any absent director may per this Section exercise the right to nullify all actions taken at that meeting. He or she may most straightforwardly accomplish this nullification by subsequently objecting to and blocking approval of the minutes of the improper meeting. If the absent director, however, participates in the approval of those minutes, his or her right to object to the improper meeting is lost.

G. Electronic Notice & Transmissions.²³ Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail, provided:

1. For electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such electronic communication.²⁴
2. For electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission.
3. For all electronic transmissions, the transmission creates a record that can be retained, retrieved, reviewed and rendered into clearly legible tangible form.
4. For all electronic transmissions, a printed (paper) record will be made as soon as reasonably practical by a person designated by the Board, signed (or initialed) and dated by such person, and retained in the corporation’s records under the same procedures as are used for communications originally in paper form.

Section 5-4 Quorum for Meetings

- A. A quorum shall consist of fifty percent (50%), and not less than four, of the directors serving on the Board.
- B. Although physical attendance at meetings is encouraged as it benefits the consensus process, directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with [Sections 5-3.G.1 and 5-3.G.2](#) of

²³ As of the adoption of these Bylaws in 2011, the “writings” to which Section 5-3.G applies are:

- applications to serve as a director ([Section 3-1.B.3](#))
- consent given by a director (or others) to receive email notice of meetings ([Section 5-3.G.1](#), see also [Section 3-4.G.6](#))
- notice of special meetings of the Board ([Section 5-3.B](#)) and of Board Committees ([Section 6-3.A](#))
- consent/waiver by directors to a meeting held after invalid notice ([Section 5-3.F](#) and [Section 5-2.C](#))
- unanimous written consent by directors ([Section 5-5.B](#), see also [Sections 3-7.B and 3-7.B.1](#))
- minutes of Board meetings ([Section 10-1.B](#), see also [Section 4-4.E](#)) and of Board Committees ([Section 6-3.B](#))
- resignation by a director ([Section 3-6.B.1](#)) or officer ([Section 4-8.B](#)).

²⁴ A sample form for this written consent is given in [Appendix 2](#).

these Bylaws, so long as the following apply:

1. Each director participating in the meeting can communicate with all the other directors concurrently, and
 2. Each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, Board resolutions.
- C. Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business on items on the approved agenda, and only those items, notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken is in accordance with the Working Agreements of [Section 5-6.C](#) of these Bylaws.
1. Section 5-4.C notwithstanding, a director who is withdrawing from a meeting may table any remaining agenda items to a future meeting so that his or her issues and concerns may be heard.
- D. Except as otherwise provided by law, the [Articles of Incorporation](#), or these Bylaws, no business will be considered by the Board at any meeting at which a quorum is not present, and the only motion that the chairperson of such a meeting may entertain is a motion to adjourn.²⁵ Directors present at such a meeting may by consensus adjourn the meeting to any date and time that is earlier than the next regular meeting of the Board.
1. Section 5-4.D notwithstanding, the Board may adopt resolutions by unanimous written consent pursuant to [Section 5-5.B](#).

Section 5-5 Board Resolutions

- A. *Decision by Meeting.* Every act or decision in accordance with the Working Agreements of [Section 5-6.C](#) of these Bylaws that is done or made by the directors present at a meeting duly held at which a [Section 5-4](#) quorum is present is the act of the Board, unless a greater percentage or different voting rules for approval are required by the [Articles of Incorporation](#), these Bylaws, or provisions of the California NPBC Law, particularly those provisions relating to appointment of committees (section 5212), approval of contracts or transactions in which a director has a material financial

²⁵ As in [Section 5-3.E](#), “adjourn” here means to continue the meeting to a later time and place. (See also [footnote 19](#).)

interest (section 5233),²⁶ and indemnification of directors (section 5238e).

- B. Decision by Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all Board directors individually or collectively consent in writing to such action.
1. For the purposes of Section 5-5.B, “all Board directors” shall not include any director who the Board has determined has a conflict of interest in the matter at hand.
 2. Section 5-5.B written consent or consents will be filed with the minutes of the proceedings of the Board and will note any director who is not participating because of a conflict.
 3. Decisions pursuant to Section 5-5.B will have the same force and effect as the unanimous vote of the directors.
 4. Any certificate or other document filed by the Billy Foundation under any provision of law that relates to action taken by the Board pursuant to a Section 5-5.B decision will state (a) that the action was taken by unanimous written consent of the Board without a meeting, and (b) that these Bylaws authorize the directors to so act. Such statement will be prima facie evidence of such authority.

Section 5-6 **Conduct of Meetings & Working Agreements**

- A. Board meetings may be facilitated by a director, selected either in rotation or by the directors present at the meeting. (See also [Section 4-2.B.](#))
- B. In the absence of the Secretary or his/her designee, the meeting facilitator will appoint another person present to record minutes per [Section 10-1.B.](#)
- C. Meetings shall be governed by the following Working Agreements:
1. We agree that our process for decision making is consensus. We understand that consensus values include full participation, shared responsibility, mutual understanding, and inclusive solutions.
 2. We agree that meetings shall start on time and that documents circulated 5 days prior to the meeting will be read before the meeting begins.

²⁶ Per the policy adopted 2/22/2009, as amended 12/20/2009 ([Appendix 3](#) to these Bylaws), any director who is found to have a conflict of interest may not vote on a resolution except by “standing aside”.

3. We agree that one person speaks at a time.
4. We agree to treat each other with courtesy and respect.
5. We agree to keep an open mind. We will listen to the whole idea before responding.
6. We agree to keep communication focused on concerns rather than on an individual's position. We will speak to the issues: personal attacks are not acceptable.
7. We agree to be brief in our words when we can, cognizant that others may wish to speak. We need not repeat or rephrase another's words when we are in agreement.
8. We agree to stay engaged when we have disagreements. We will not walk away. We will try to understand.
9. We agree that when conflict arises, we will address it.
10. We agree that if conflict does arise, a director shall intervene as necessary.

ARTICLE 6 - COMMITTEES

Section 6.1. Committees (Updated January 19, 2020)

The Board may establish either Board or Community Committees to help carry on the work of the organization:

Board Committees help the board accomplish its administrative responsibilities in areas that could include finance/budgeting, policy development or fundraising. At least one board member must serve on Board Committees and they must report regularly of their progress to the Board.

Community Committees are formed to directly support the Billy community in areas that could include potlucks, the Gathering Council or other activities that contribute to the health and vitality of the community. Community Committees can consist entirely of non-board members and they must report regularly of their progress to the Board.

- A. Committee members are appointed to serve on committees by the Board or invited to join by a consensus vote of the existing committee members.
- B. The Board may remove any director or non-director from a Committee.
- C. Committee members will serve on a committee for at least one year unless the committee has fulfilled its responsibilities as described in its charter.
- D. Committees will inform the Board when people join or leave the committee.

- E. All committees are established by a Board approved resolution. The resolution must include a Committee Charter that describes the scope of activities expected of the committee and that indicates whether the Committee is "Standing" or "Ad Hoc." Standing Committees have long-term, ongoing responsibilities. Ad Hoc Committees are formed to accomplish a specific project or task after which they disband. In the case of Ad Hoc Committees, the resolution must also include the timeline by which the Committee is expected to complete its responsibilities.
- F. Committees have the authority to recruit additional committee members, meet at times determined by the Committee, submit articles or create publicity in support of their efforts, and spend money that has been previously authorized by the Board.
- G. All decisions by Committees will be made by consensus.
- H. The work of all Committees will be guided by the mission, values, bylaws and policies of the Billy Foundation. We will treat each other with respect and caring support.
- I. Committees do not have the authority to represent the organization outside of the Billy community without prior Board approval.

ARTICLE 7 –INSTRUMENTS, DEPOSITS, FUNDS & ASSETS

Section 7-1 Execution of Instruments

- A. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Billy Foundation 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.
- B. Unless authorized by a Section 7-1.A resolution, no officer, agent, employee or committee shall have any power or authority to bind the Billy Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 7-2 Checks and Notes

Except as determined by resolution of the Board,²⁷ or as otherwise required by law,

²⁷ For many years, the Board has authorized co-signature by any two officers. Since November 18, 2007, it has also authorized co-signature by an officer and the Resource Coordinator. (However, the Resource

checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Billy Foundation will be signed by the Treasurer and countersigned by the President.

Section 7-3 **Deposits**

All funds of the Billy Foundation 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 7-4 **Gifts**

The Board may accept on behalf of the Billy Foundation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

Section 7-5 **Prohibition Regarding Sharing Corporate Profits & Assets**

- A. No director, officer, employee, or other person connected with the Billy Foundation, or any private individual, will receive at any time any of the net earnings or pecuniary profit from the operations of the corporation.
- B. The prohibition of Section 7-5 will not, however, prevent payment to any person of reasonable compensation for services performed for the Billy Foundation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board.

ARTICLE 8 – FISCAL YEAR

The fiscal year shall run from each April 1 through March 31 of the following calendar year.

ARTICLE 9 - OFFICES

Section 9-1 **Principal Office**

The principal office of the Billy Foundation for the transaction of business is

Coordinator is not authorized to sign checks for payments to himself or for petty cash.) These authorizations were reconfirmed by resolution on March 21, 2010.

located in Sonoma County, California.²⁸

Section 9-2 Change of Address

- A. The county of the corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise.
- B. Section 9-2.A notwithstanding, the Council may change the principal office from one location to another within the county named in Section 9-1 by noting the changed address and effective date below, and such changes of address will not be deemed an amendment of these Bylaws:

<u>Address</u>	<u>effective date</u>
101 S. Main Street, Ukiah, CA 95482	August 4, 1993
210 S. Main Street, Ukiah, CA 95482	July 1, 2002
211 Standley Street, Ukiah, CA 95482	July 17, 2006
1100 Coddington Center, Suite 3, Santa Rosa CA 95401-3516	April 16, 2010

Section 9-3 Other Offices

The Billy Foundation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

ARTICLE 10 –RECORDS, SEAL & ANNUAL REPORT

Section 10-1 Maintenance of Corporate Records

The Billy Foundation will maintain the following records at its [Section 9-1](#) principal office:

- A. Copies of the corporation’s [Articles of Incorporation](#) and Bylaws as amended to date.
- B. Minutes of all Board and Board Committee meetings, indicating the time and place of such meetings, whether regular or special, the notice given, the names of those present and the proceedings thereof.
 - 1. Minutes of special meetings will indicate the names of the persons

²⁸ Prior to April 18, 2010, the principal office was located in Mendocino county.

calling the meeting per [Section 5-1.B](#).

- C. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 10-2 Corporate Seal

- A. The Board may adopt, use, and alter at will, a corporate seal.²⁹
- B. Such seal will be kept at the [Section 9-1](#) principal office.
- C. The seal will be affixed to duly executed documents as authorized by law or by resolution of the Board.
- D. Failure to affix the seal to Billy Foundation instruments, however, will not affect the validity of any such instrument.

Section 10-3 Director Inspection Rights

- A. Each director has the absolute right at any reasonable time during office hours to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Billy Foundation.
- B. Any such inspection may be made in person or by agent or attorney.
- C. The right to inspection includes the right to copy and make extracts.

Section 10-4 Annual Report

- A. The Board will cause an annual report to be furnished to all directors not later than one hundred and twenty (120) days after the close of the [Article 8](#) fiscal year, which report shall contain the following information in appropriate detail:
 1. The assets and liabilities, including the trust funds, of the Billy Foundation as of the end of the fiscal year.
 2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 3. The revenue of the Billy Foundation, both unrestricted and restricted to particular purposes, for the fiscal year.

²⁹ As of 2011, the Board had not yet adopted a corporate seal.

4. The expenses or disbursements of the Billy Foundation, for both general and restricted purposes, during the fiscal year.
 5. A “Statement of Specific Transactions” as specified in Section 10-4.B.
 6. Either a report of independent accountants or the certificate of the Treasurer or other authorized officer of the Billy Foundation declaring that the above Annual Report details were prepared without audit from the books and records of the corporation.
- B. The Billy Foundation will prepare an annual “Statement of Specific Transactions” which lists any transaction, indemnification or advance to which the Billy Foundation, or its parent or its subsidiary, was a party, and in which any director or officer of the corporation, or its parent or subsidiary had a direct or indirect material financial interest.
1. For the purposes of Section 10-4.B, a mere common directorship shall not be considered a material financial interest.
 2. For the purposes of Section 10-4.B, a “transaction” shall be either a single transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000). Transactions which do not make either of these thresholds need not be reported.
 3. For the purposes of Section 10-4.B, an “indemnification or advance” shall be indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any one director or officer. Indemnifications or advances which do not aggregate to this threshold need not be reported.
 4. For each reported transaction, indemnification or advance, the Section 10-4.B statement shall briefly describe the following information: the names of the interested person(s) involved, each person’s relationship to the Billy Foundation, the nature of such person’s interest in the transaction and, where practical, the dollar amount of such interest, provided that in the case of a transaction with a partnership of which a director or officer is a partner, only the interest of the partnership need be stated.

ARTICLE 11 – AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by resolution of the Board.

ARTICLE 12 – AMENDMENT OF ARTICLES OF INCORPORATION

Section 12-1 Amendment Process

Any amendment of the [Articles of Incorporation](#) may be adopted by resolution of the Board.

Section 12-2 Prohibited Amendments

Section 12-1 notwithstanding, the Billy Foundation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation,³⁰ nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a Statement by a Domestic Non-Profit Corporations pursuant to section 6210 of the California NPBC Law.

ARTICLE 13 – DISSOLUTION OF THE CORPORATION

Section 13-1 Dissolution Process

- A. The Billy Foundation may be dissolved by simple resolution of the Board. Such dissolution will be effected after obtaining a letter from the Attorney General of California waiving any objection to the distribution of Billy Foundation assets and after sending the Attorney General's letter and a Certificate of Dissolution to the Secretary of State.³¹
- B. Section 13-1.A notwithstanding, should any sole remaining director die or become incapacitated prior to effecting dissolution of the Billy Foundation, thereby creating a situation where no persons serve on the Board of

³⁰ See [Appendix 4](#).

³¹ See [Appendix 5 \(Domestic Nonprofit Corporation Dissolution Filing Requirements\)](#).

Directors, a Visioning Retreat may be called for the sole purpose of approving resolutions to distribute the remaining assets of the Billy Foundation and to dissolve the corporation.

Section 13-2 Distribution of Assets Upon Dissolution

- A. No director, officer, employee, or other person connected with this corporation, or any private individual, will be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Billy Foundation.

- B. There being no members of this corporation, all Billys and Billykin will be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the Billy Foundation, after all debts have been satisfied, shall be distributed as required by the [Articles of Incorporation](#) of this corporation to one or more non-profit funds, foundations or corporations and not otherwise.
 - 1. Such assets must be dedicated for uses that specifically support the lesbian, gay, bisexual or transgendered communities.
 - 2. Consideration should be given to dedicating these assets for use within rural, underserved counties in northern California.

ARTICLE 14 – GOVERNING LAW

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California NPBC Law as then in effect shall apply.

»❖«

WRITTEN CONSENT OF DIRECTORS ADOPTING 2011 REVISED BYLAWS

We, the undersigned, are all of the persons currently serving as directors of the Billy Foundation, a California nonprofit corporation, and, pursuant to the authority granted to the directors by our Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws consisting of twenty-nine pages, as the Bylaws of this corporation.

Bill Blackburn

John Steven Rockwell

David Hedden

Ken Kunert

Jim Hughson

Mark Hoffheimer

Jim Stockton

Michael Eccles

Robert Cline

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Marcus Borgman, Resource Coordinator
The Billy Foundation

Date: _____