

# BYLAWS

for the regulation, except  
as otherwise provided by statute or  
its Articles of Incorporation.

of

## **The Professional Services Council (“PSC”) Foundation**

a California nonprofit public benefit corporation

### ARTICLE I. OFFICES.

Section 1. Principal Office. The corporation’s principal office shall be fixed and located at such place as the PSC Foundation Board of Directors (herein called the “Board” or “Board of Directors”) shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

### ARTICLE II. MEMBERSHIP.

Section 1. Members. The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board of Directors.

Section 2. Associates. Nothing in this Article II 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, and no such reference shall constitute anyone having membership rights within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Public Benefit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

### ARTICLE III. DIRECTORS.

Section 1. Powers. The activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number of Directors. The authorized number of directors shall be seventeen.

Section 3. Selection and Term of Office. Directors shall be designated by the Professional Services Council Board of Directors or its Executive Committee, if so authorized. Each director shall hold office for one year or until a successor has been designated and qualified.

Section 4. Resignation, Removal, and Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign by giving written notice to the Chairman of the Board, the President, the Secretary or the Board. Such resignation will be effective as of the date specified in the notice, or if no time is specified, at the time such resignation is tendered.

A director may be removed with or without cause by the affirmative vote of a majority of all of the Professional Services Council Board of Directors or its Executive Committee, if so authorized.

A vacancy in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased. Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected. Each director so selected shall hold office until the expiration of the term of the replaced director, or until a successor has been selected and qualified.

Section 5. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 6. Annual Meetings. The Board shall hold an annual meeting for the transaction of other business. Annual meetings of the Board shall be held without call on March 1 at 2:00 p.m. or such other date in the first quarter as shall be designated by the Board of Directors.

Section 7. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, or any two directors.

Special meetings of the Board shall be held upon (i) written notice given by mail, overnight courier, facsimile, or other mode of written transmittal at least ten (10) days prior to the meeting; or (ii) personal notice given orally (in person or by telephone or voicemail), or by electronic transmission no later than forty-eight (48) hours prior to the meeting, but as soon as practicable. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. Quorum. A majority of the authorized number of directors constitute a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws. Every act or decision done or made by a majority of the directors present at a Meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law, the Articles or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such 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 proceedings of the Board.

Section 14. 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 of which such person is a director.

Section 15. Committees of the Board and Subcommittees. The Board may create one or more committees of the Board by a resolution adopted by a majority of the number of directors then in office, to serve at the pleasure of the Board. All committees of the Board must consist of two or more directors, and may be delegated the authority of the Board except with respect to the following matters, as set forth in the California Nonprofit Public Benefit Law:

- (a) Approving any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members (such limitation of committee action shall apply whether or not the corporation has members);
- (b) Filling vacancies on the Board or in any committee;
- (c) Amending or repealing of Bylaws or adopting new Bylaws;
- (d) Amending or repealing any Board resolution, which, by its express terms, is not so amendable or repealable;
- (e) Creating other committees of the Board or the members thereof;
- (f) Expending or dedicating corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) Except to the extent provided by Section 5233 of the California Nonprofit Public Benefit Corporation Law, the approval of any self-dealing transaction, as such transactions are defined in said Section.

The composition, mission and authority of each committee and manner of election of its members shall be determined by the Board of Directors from time to time. Unless otherwise provided by the Board of Directors (in the resolution creating the committee or otherwise), the rules in these Bylaws governing the Board of Directors and its proceedings also apply to committees of the Board.

In addition, the Board may create subcommittees not authorized to exercise the authority of the Board. The composition, mission and authority of each subcommittee shall be determined by the Board of Directors from time to time. Subcommittees need not consist of directors, but shall make periodic reports to the directors, as requested by the Board of Directors, regarding each subcommittee's activities.

Section 16. Fees and Compensation. Directors and committee members shall not receive any salary or compensation for their services as directors or committee members, but may be reimbursed for reasonable expenses.

ARTICLE IV. OFFICERS.

Section 1. Officers. The officers of the corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a

Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of these Bylaws. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

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

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 7. President. Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if there be such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and offices of the corporation. In the absence of the Chairman of the Board, or if there be none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the corporation the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall as may be ordered by the Board render to the President and the directors an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 11. Delegation of Duties. One or more of the officer duties outlined above may be expressly delegated by the Board of Directors or by the responsible officer to one or more other officers, employees or agents of the corporation. If such delegation is to an employee or agent (rather than an officer), then the officer originally responsible for the action shall supervise and oversee the actions of such employees or agents.

## ARTICLE V. OTHER PROVISIONS.

Section 1. Endorsement of Documents; Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

All checks, drafts or other orders for the payment of money, notes or other evidence 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 shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by the Chairman of the Board, the President, or the Secretary and one other officer or director of the corporation.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments. These Bylaws may be amended or repealed by the approval of the Board of Directors; provided, however, that any Bylaws provision regarding the designation, election or appointment of directors of this corporation may be amended or repealed only by approval of the Professional Services Council Board of Directors or its Executive committee, if so authorized.

## ARTICLE VI. INDEMNIFICATION.

Section 1. Indemnification. To the fullest extent permitted by applicable law, the corporation shall have the power to indemnify its directors, officers, employees and volunteers, including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any threatened, pending or completed action or proceeding (whether civil, criminal, administrative or investigative, and including an action by or in the right of the corporation) to which he or she may be a party by reason of his or her serving or having served the corporation, or by reason of any action alleged to have been taken or omitted by him or her in such capacity.

The indemnity provided for above shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Further, such indemnity may only be provided if the Board of Directors, by a majority vote where a quorum is present, first determines that the individual to be indemnified acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation, and meets such other applicable standards of conduct as may be set forth in the California Nonprofit Public Benefit Corporation Law.

Section 2. Insurance. The corporation may purchase and maintain liability insurance for the indemnity set forth above to the fullest extent permitted by law, and as determined from time to time by the Board of Directors.

**HISTORY:**

6/23/15: Modified and Adopted by unanimous written consent of the Board of Directors