

## **BYLAWS of Protect California Ballots**

An unincorporated association operating as a special project under

The International Humanities Center,

a 501(C) 3 non profit corporation

These Bylaws of Protect California Ballots, Inc. ("PCAB") are intended to align with the requirements of the California Corporation Code for Nonprofit Corporations ("Code".) Any ambiguity arising between the Bylaws and the discretionary provisions of the Code shall be resolved in favor of the application of the Code.

### **ARTICLE I - PURPOSE and OBJECTIVES**

- a. PCAB declares itself to be an unincorporated association as defined in the California Corporations Code Sections 18200-18220. PCAB reserves the right and privilege to apply for and become a nonprofit corporation registered with the state of California, in the future, as determined by decision of its governing council.
- b. PCAB is organized to advocate for accurate, honest, and transparent local, state and federal elections. To that end, PCAB shall engage in any and all activities it deems appropriate to support that purpose which would include but not be limited to education, press events, investigations, publishing, media production, citizen written exit polls, and lobbying.
- c. PCAB will remain a nonpartisan organization that is not aligned to any specific political philosophy other than the US Constitution and Bill of Rights. PCAB will avoid activities and positions on issues that are remote to the subject of elections and election systems. PCAB shall not have affiliation with any political party.
- d. The primary objectives of PCAB shall include but not be limited to:
  - Educating the public and public officials on the importance of accurate and open elections in a democracy
  - Educating the public and public officials about the problems and dangers discovered in any election system or part thereof.
  - Advocating for Hand Counted VOTES ON Paper Ballots, counted at precincts.
  - Returning all major election procedures to civil authorities and taking these procedures out of the hands of private companies or corporations.
  - Returning and enhancing citizen oversight of all aspects of election procedures.
  - Finding ways and means for elected officials to strengthen penalties for and consequences to all public officials and citizens who: 1) fail to safeguard election procedures and/or fail to follow election laws in the conduct of an election and 2.) interfere with or illegally try to influence the practice or outcome of an election.
  - Filing lawsuits and injunctions and taking any other legal action necessary in furtherance of our purpose.

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- Reforming of election laws to insure that election procedures promote accurate, honest, transparent elections.
- Gaining and maintaining public access to all voting and election related records for all steps of every election.
- Gaining actual citizen oversight of all election equipment as described in the California Election Code 15004.

### **ARTICLE II. MEMBERSHIP**

PCAB is a group of volunteers. PCAB will have volunteer members who will not be required to pay dues and have no decision-making power regarding governance of PCAB. PCAB shall be governed by a Board of Directors (the "Board").

### **ARTICLE III THE STEERING COMMITTEE**

#### **Section 1. Function**

The Board shall provide for the oversight of the business and affairs of PCAB and shall exercise all the powers of PCAB as provided for in these bylaws, or amendment thereto, and by California Code as applies to unincorporated associations. The Board of Directors may, by resolution, delegate to sub-committees, or to members of PCAB, such powers and functions as they may designate from time to time.

#### **Section 2. Composition and Number**

The Board shall consist of a President and at least five (5) but not more than nineteen (19) Board Members ("BM"). The exact number shall vary from time to time as determined by a majority vote of the Board itself. Generally, each BM shall be the Chair of a committee in charge of a general area of operation such as community outreach, computer operations, legal, etc. A BM may be appointed "at large" without assignment to a specific task or function and without being head of a Committee. At this time the following people are members of the Board:

Judy Alter (President)

Chris Hays

Rudy Montalvo

Darlene Little

Michael Milroy

Rochelle Low

Tom English

**Section 3. Term.**

- a. The term of each member of the Board shall be three (3) years. An BM shall hold office for the time for which he or she is elected or until his or her successor is elected and qualified or until his or her resignation or removal.
- b. There shall be no limit on the number of terms that an BM may serve.

**Section 4. Election Procedure.**

Candidates for new Members on the Board will be nominated by existing BM and will require a two-thirds approval of the existing Members on the Board to become a member. Nominations will be made for the benefit of including persons who will forward the Purpose and Objectives of PCAB as stated in the bylaws. Members can be removed from the Board at the request of any three members, but such removal shall require a three-quarters vote of assent by the full Board. If possible, the person being removed should have the opportunity to address the rest of the Board in his/her own defense, if he/she requests.

**Section 5. Meeting.**

The Board of Directors shall hold meetings at least once each calendar year, or more often as necessary. At most times, the Board will meet on a monthly basis. The Board shall designate such dates, times and places as it may choose for such meetings; provided, however, the annual meeting of the Board shall be held no later than the last day of October of each calendar year.

**Section 6. Business of the Board of Directors**

The Board of Directors shall decide all matters of importance effecting PCAB, which shall include but not be limited to:

- Significant expenditures (defined at this time as \$200 or more.)
- Legal and financial liabilities
- Endorsements of individuals, organizations, or events
- Affiliation with other organizations
- Official communications
- Policy decisions
- Organizational structure
- Plans, projects, and programs
- Amendments to the bylaws

Normal operating decisions such as scheduling of events, lobbying visits, changes to the web site, etc., will be conducted by the president and/or Board members without formal consent or approval of the entire Board.

### **Section 7. Decision Procedures**

A Board meeting shall require a quorum of 50% of the existing Board of Directors membership plus 1, in order to conduct business and make decisions. Members may participate by voting via email or phone.

### **Section 8. Compensation**

Board Members shall not be compensated for their services as members of the Board. The Board Members shall be reimbursed by PCAB, as considered feasible and reasonable by the Treasurer, within the financial budget, for necessary expenses incurred in the execution of their duties and responsibilities. PCAB is not obligated to pay for any expense incurred by any Board member, but may do (due) so if it is so agreed by the Board. Revenue made by PCAB shall be the property of PCAB and not of any of its members or officers.

## **ARTICLE IV. OFFICERS**

### **Section 1. Officers**

PCAB will have three officers, a President, a Treasurer, and a Secretary. Each of these officers will be elected by a majority vote of a quorum of the Board of Directors. All decisions are made by the Board and primary control resides with the President.

## **ARTICLE V. COMMITTEES AND OTHER GROUPS**

### **Section 1. Committees of the PCAB**

Committees exist to further the work of the PCAB. Currently they are:

- Legal Committee
- Web site Committee
- Technical Committee
- Press Committee
- Education and Outreach Committee
- Financial Committee
- Lobbying Committee
- Election Action Committee

The Board may establish or eliminate a committee by majority vote.

## **ARTICLE VI. RIGHT OF PARTICIPATION**

No person shall be denied the services or facilities of this organization or be excluded from participation or service herein because of race, age, color, sex, sexual orientation, gender identification, creed, religion, handicap, or national origin, and discrimination of any kind in respect hereof is expressly prohibited. All persons participating in this association will be expected to agree with the Purpose and Objectives of the association as stated in the bylaws and any amendment thereto.

## **ARTICLE VII. DEPOSITORIES, SIGNATURES AND SEAL**

### **Section 1. Depositories.**

All funds of PCAB shall be deposited in the name of PCAB in such bank, banks or other financial institutions as the Board of Directors may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of PCAB by the Treasurer and/or such other person or persons as the Board may from time to time designate. At this time the International Humanities Center serves as a bank, for deposits, and payments.

### **Section 2. Contracts**

All contracts, deeds and other instruments shall be signed on behalf of PCAB by the President or by other Board members or agent as the Board members may from time to time designate.

### **Section 3. Borrowing**

Notwithstanding any other provision in these Bylaws, no Board Member or agent of PCAB shall have authority to borrow any funds on behalf of PCAB, or to pledge any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution approved by the Board and duly entered in the minutes of the Board of Directors. No loans shall be made by PCAB to the President or any Officer.

### **Section 4. Gifts**

The Board of Directors may accept on behalf of PCAB any contribution, gift, bequest or devise for the general purpose of PCAB, and any such contribution, gift, bequest, or devise is subject to the Board's acceptance.

## **ARTICLE VIII. AMENDMENTS**

Amendments to the bylaws may be proposed and acted upon during two regular meetings of the steering committee each year. Opening the bylaws for amendment at times other than those two meetings shall require a 3/4 vote of the full Board of Directors with allowance for voting by email or phone. An amendment to the bylaws shall require an affirmative, recorded vote by three quarters of the full Board of Directors Members

## BYLAWS of Protect California Ballots

These Bylaws have been prepared and approved by the Bylaws Sub-Committee of Protect California Ballots on 29 Nov 2007.

Ken Aaron

Chris Hays

Michael Milroy