



World Affairs Council of the Desert

BYLAWS OF THE WORLD AFFAIRS COUNCIL OF THE DESERT A California Nonprofit Public Benefit corporation

ARTICLE I NAME

The name of this corporation is WORLD AFFAIRS COUNCIL OF THE DESERT (“the Corporation”).

REFERENCES:

Internal Revenue Code 501 (c)(3); corresponding provisions of future applicable sections. California Revenue and Taxation Code 23701 (d) or applicable provisions of future codes California Nonprofit Corporation Law of 1980 and other applicable provisions of said code California Nonprofit Public Benefit Corporation Law; all current and future applicable provisions

ARTICLE II OFFICES

The principal office for the transactions of the activities and affairs of the Corporation shall be fixed and located at such place in the Coachella Valley, County of Riverside, State of California, as may be designated from time to time by the Board of Directors. The Board is granted the full power and authority to change this principal office from one location to another, and to establish or maintain additional offices of the Corporation at such other places as may be determined.

ARTICLE III PURPOSES AND POWERS

Section 1. Purposes. The Corporation is formed for the public benefit purposes, objects, and activities set forth in its Restated Articles of Incorporation which involve promoting community education of world affairs by providing a forum for speakers, foreign and domestic, for discussion of world problems or problems of their own countries, and by encouraging study in free and informed discussions related to world affairs among the public at large. In addition, part of the World Affairs Council of the Desert's mission, is to conduct a student outreach program for the purpose of educating our young adults about the world they live in. Students will be provided an opportunity to attend WACD dinner/speaker events to learn about world affairs. The Corporation also will participate to the extent feasible in the hosting and entertaining of foreign visitors to the desert area. No activities shall be conducted by the Corporation which would jeopardize, or cause to be revoked, the tax exempt status of the Corporation under provisions of Internal Revenue Code § 501(c) (3) (or corresponding provisions of any future United States revenue law) or under provisions of California Revenue and Taxation Code § 23701 (d) (or the corresponding section of any future California revenue and tax law).

Section 2. Powers. The Corporation has elected to be governed by all of the provisions of the California Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof. The Corporation shall have all the general powers enumerated in §§ 5140 and 5141 of the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions, and receive property by gift, devise or bequest, in advancing the aforesaid purposes.

Section 3. Dedication of Assets. The assets of the Corporation are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for educational purposes and that has established its exempt status under Internal Revenue Code § 501(c)(3) and California Revenue and Taxation Code § 23701 (d) (or corresponding section or provisions of any future United States or California revenue and tax laws).

ARTICLE IV MEMBERSHIP

The Corporation shall have **no members** within the meaning of the California Nonprofit Public Benefit Corporation Law (e.g.: California Corporation Code § 5056) as now in effect or as may hereafter be amended. The Board of Directors may, in its discretion create and admit individuals to one or more classifications of non-voting membership, including Honorary Member (an individual of the community that is or has been a leader in world affairs), Life Member, and fiscal year member categories, and establish such dues contributions which may be deemed appropriate to each class, and said class or classes shall have such benefits, rights, and obligations, as the Board from time to time finds appropriate.

Any action which otherwise would require approval by a majority of all members or approval by members shall require approval **only** of the Board of Directors. All rights which otherwise would vest in the members, including, without limitation, the right to elect directors or amend Articles of Incorporation or Bylaws shall vest in the Board.

ARTICLE V BOARD OF DIRECTORS

Section 1. Powers of Board. Subject to the provisions and limitations of the California Nonprofit Public Benefits Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation (as restated) or these bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the “Board”).

Section 2. Number and Qualifications for Directors. The authorized number of directors shall be not less than eleven (11) nor more than twenty-five (25). The exact number of directors will be fixed within these limits by the Board of Directors in the manner provided in these bylaws. Only those individuals who are in good standing in a class of nonvoting membership and/or who have contributed financial support to the Corporation, shall be eligible for election to serve on the Board. For a period of one year immediately following the election of a new President of the Corporation, the immediate past President shall serve as a full voting member of the Board of Directors if he or she agrees to serve. If there is a Chairman or Chairperson, this person also shall serve as a voting member of the Board of Directors.

Section 3. Election of Directors. The Nominating Committee [see Section 11.3 (a) below], shall report and submit a list of recommended qualified candidates for election to the Board to fill vacancies (whether said vacancy is created by expiration of term, or otherwise). Said report shall be submitted at least 5 days before the date of an election meeting, which is held at the Board of Directors regularly scheduled meeting each year in March, and the Secretary shall forward to each Board member, with the notice of the meeting, required by these bylaws, the list of all candidates nominated by committee. Nominations must be submitted to the Nomination Committee at least 20 days prior to the election meeting in writing, along with detailed background information on the proposed Directors. There shall be no open nominations from the floor at an election meeting. Nominations may also be submitted by the Committee during the year following the same rules.

Section 4. Term of Office. Elected members of the Board shall serve for a three (3) year term. Their term expires as of the annual organizational meeting which takes place in May on the third year of the term of office. At the end of the first year of the elected member’s appointment to the Board, a review of performance will be conducted by the President who will inform the Nominating Committee of his/her findings. Based on the President’s recommendation to the Nominating Committee, the Committee will decide if the elected Board member will be retained to complete their term of office or dismissed from the Board. The Board will make final approval or disapproval for this recommendation. However, a director elected or appointed to fill a vacancy on the Board

shall serve for the remainder of the unexpired (if applicable) term of the replaced director with a one year review of performance, as stated above, if the term left to serve is longer than one year.

4.1 Notwithstanding the foregoing all present elected members of the Board shall be divided by the Board into 3 approximately equal groups which shall have their respective terms expire at one year consecutive intervals, in order to establish a Board with staggered expiration of terms, and permit annual election of a portion of directors as provided in Section 3 immediately above.

4.2 A director may be re-elected to serve for an additional 3 year term after the initial 3 year term of office is completed. The Nomination Committee will review the performance of the Director named for another three year term. Based on the Director's Performance Expectations, stated in writing, and the President's recommendation, the Nomination Committee will vote to approve or disapprove the Board's retention. The Board is the final approval authority on recommendation submitted to the Board. At the conclusion of the second 3 year term, the Board member is not eligible for election to the Board for a period of (1) year following his or her most recent service on the Board; and thereafter will be eligible for election to the Board as a newly elected Board member as stated in Section 4, Term of Office above.

Section 5. Removal. A director may be removed from office, for cause, by a vote of two-thirds (2/3) of the directors. Among other things, missing three (3) consecutive meetings of the Board without a reasonable excuse may be considered cause for removal. A director may be removed without cause pursuant to § 5222 of the Corporations Code.

Section 6. Vacancies. Any vacancy or vacancies in the Board, resulting from death, incapacity, resignation, removal or otherwise, shall be filled by a majority of directors present at any director's meeting duly held, or if the number of directors then in office is less than a quorum, by a majority of directors then in office.

Section 7. Counsel to the Board. The Board shall have the right to appoint an attorney as "Counsel to the Board". The attorney shall be an ex-officio member of the Board. The attorney, who may not receive compensation for his/her service, shall provide advice to the Board and to the Officers of the Corporation concerning matters of corporate governance, compliance with statutes and regulations affecting nonprofit corporations, as well as, general legal and business advise affecting the Corporation. The attorney will not have voting rights.

Section 8. Meetings

8.1 Place – Meetings of the Board shall be held in Riverside County at any place designated by resolution of the Board or in the notice of the meeting.

8.2 Organizational Meeting – An organizational meeting of the Board shall be held annually in May after the last speaker event for the purpose of introducing new officers and directors voted in March. Budget review and end of season reports

shall be rendered. A new budget for the next fiscal year shall be prepared and voted for approval. Transacting such other business as may come before the meeting. If a majority of the Board is not present, the meeting shall be adjourned by the outgoing president to another time and place and the secretary shall give 10 days' notice, by US mail or email notice, as to of the time and place for the meeting. In its sole and absolute discretion, due to the seasonal nature of the desert, the organizational meeting of the Board may be held at a date as determined in the discretion of the Board.

8.3 Regular Meetings/Notice – The Board shall hold regular meetings in the months of September/October, January, March and May of each year on a date as determined by the President. Notice of the time and place of regular meetings shall be delivered to each director in person or by telephone or by mail or email at least ten (5) days prior to the holding of the meeting, and if by mail or email, addressed to the director's address as it is shown on the records of the Corporation.

8.4 Special Meetings/Notice – Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any five (5) or more directors, and shall be held at such time and place as shall be designated in the call for such a meeting. Notice of the time, place and purpose of special meetings shall be delivered to each director at least three (3) days prior to the time of the holding of the meeting in the manner prescribed for delivery of notice in the above paragraph 8.3.

8.5 Quorum – A majority of the number of directors holding office shall constitute a quorum for the transactions of business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to any more stringent provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved in writing by at least a majority of the required quorum for that meeting.

8.6 Participation by Conference Telephone – Any Board meeting may be held by conference telephone or similar communication equipment, so long as all Board participants can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

8.7 Action without Meeting - Pursuant to the authority contained in § 5211 (b) of the Corporations Code any action that the Board is required or permitted to take may be taken without a meeting. See paragraph 11h, Executive Committee, below for added clarification of meetings.

8.8 Waiver of Notice - Notice of a meeting need not be given to any director who executes 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.

8.9 Adjournment – In the absence of a quorum at any meeting of the Board, the majority of directors present may adjourn the meeting to another time and place, which time and place shall be noticed to all directors in the manner prescribed for notices in paragraph 8.3 above.

Section 9. Compensation. Directors shall receive no compensation for their services as such, except directors may be reimbursed for reasonable expenses incurred in the performance of their duties for the Corporation.

Section 10. Director Emeritus. The Board at any duly held meeting of the directors may appoint, with eight (8) or more affirmative required votes of the Board, any individual recommended by the Nominations Committee [Section 11.3 (a) below] for appointment as a Director Emeritus for life or until removal by the Board. The criteria for such appointment will be that such individual has faithfully served as a member of the Board for minimum of six (6) years and has substantially contributed to the advancement of the purposes of the Corporation through service and financial support. Director Emeritus Board members do not have a right to vote on the Board.

Section 11. Committees of the Board.

11.1 Creation and Powers – The Board shall create the Standing Committees set forth below and, by resolution adopted by a majority of the directors then in office, may create such other standing or special committees, and may delegate to each committee such authority to act on behalf of the Board, to the extent permitted by law, as the Board deems appropriate. All committees shall consist of one or more directors (with a director appointed as committee chair by the President) and shall serve at the pleasure of the President, and shall have such powers, functions, and responsibilities as shall be conferred by these bylaws or by resolutions of the Board. The number of committee members shall be determined by the committee Chair. Each committee shall report all actions taken at the next regular meeting, or special meeting called for that purpose, of the Board.

All members of all committees shall be individuals who are in good standing in a class of nonvoting membership and/or who have contributed financial support to the Corporation. The President shall be an ex-officio member of all committees of the Board. Individuals may serve as members of more than one committee, but may not chair more than one committee. The chairs of all committees shall be appointed annually (on a fiscal year basis) by the President, subject to approval by the Board. The members of all committees shall be annually appointed, or a fiscal year basis, by the chair of the respective committee, subject to approval of the President. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

11.2 Meetings and Actions – Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings and the calling of special meetings of such committees may be set either by the Board resolution or, if none, by resolution of the committee. Each committee shall adopt rules

for the governance of its own committee as long as the rules are consistent with these bylaws or with rules adopted by the Board. Unless otherwise provided in a resolution by the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

11.3 Standing Committees – The following shall be Standing Committees of the Board, with such members and functions as are described in these bylaws or as otherwise designated by resolution of the Board.

(a) Nominations Committee: The members of the Nomination Committee shall consist of the Chair, President, Vice President or Vice Presidents and Treasurer. The Secretary shall be an ex-officio member of the committee and will record the minutes of the meeting and transmit the decisions of the committee to the Board. The nominations Committee shall consider, screen and nominate all persons for election to the Board, Director Emeritus, the President and the Vice President or Vice Presidents, and present such nominated candidates by written report to the Board for action. All nominated candidates must be individuals who are qualified as set forth in the bylaws and in the case of nomination for President the individual must have been an active member of the Board for a minimum of two (2) years. Nominees for appointment to Director Emeritus shall meet the criteria set forth above, and the nomination shall require an affirmative vote of at least $\frac{3}{4}$ of the members of the nomination Committee.

(b) Programs Committee: The Programs Committee shall be responsible for developing the plans for the Speaker/Dinner programs, and other approved Corporation, community and education outreach efforts, programs, events and activities, including the Corporation website. The Programs Committee is responsible for supplying appropriate speakers, obtaining Board approval for speakers and speaker agreements, and is responsible for making appropriate logistical and timely communications with speakers from time of agreement to conclusion of appearance. Public communications and media arrangements are to be coordinated with the Communications Committee.

(c) Membership Committee: The Membership Committee shall be responsible for sustaining/increasing the fiscal year membership base and communicating with/welcoming members and potential members.

(d) Education Committee: The Education Committee is responsible for, assuring that Academic High School teams and other high school and college students attend dinner/speaker series each season; conducting the Academic World Quest competition event by soliciting all high schools and private schools in the Valley to participate each season in Academic World Quest. Conduct an Academic World Quest local competition each season, in concert with World Affairs Council of America. The Education Committee may recommend other programs which will benefit the youth of the Coachella Valley.

(e) Development Committee: The Development Committee shall be responsible for creating and implementing financial support of the Corporation and permit said fund to accomplish its mission and goals.

(f) Communications Committee: The Chair of the Communications Committee will identify and employ all appropriate means for the dissemination of external information promoting the Corporation and its programs and activities. The Chair of the Communications Committee will prepare a communications plan prior to each season that supports and reinforces the initiative of all committees. The plan will be approved by the

President. The Chair of the Communications Committee and the Committee members will develop constructive relations with all media to enhance the council's public information objectives. New technology will be assessed to determine its utility to contribute to WACD's communications efforts and programs. The Chair of the Communication Committee is responsible to prepare each quarter the WACD newsletter. All Directors will assist the Communication Chair with timely topics for inclusion into the newsletter.

(g) The Finance Committee: The Chair of the Finance Committee is responsible for monitoring, oversight, reporting and management of the financial activities of WACD. The Chief Financial Officer (CFO) shall be the Chair of the Finance Committee, and will also be known as the Treasurer. At least two members of the Board shall be members of the Finance Committee. The CFO will work with the WACD Administrator to perform the record keeping, banking, disbursements, collections and other financial functions of WACD. No less than annually, the CFO will conduct an audit or review of the WACD accounts. The CFO shall assess and validate income producing activities of WACD for compliance with law and local ordinances. At the direction of the President, the CFO shall evaluate proposals for new sources of revenue and expenditures as to efficacy and appropriateness. The Finance Committee shall advise the President of its recommendation to help ensure the support of current and future expenses of the corporation. The CFO will project current and future financial conditions of the WACD. Updates will be provided at each Executive Committee and Board meeting. Accounting for Federal and State Taxes is from 1 July to 30 June of each year. A budget for the following season will be prepared by the Finance Committee and presented for approval by the CFO at the WACD's organizational meeting each May.

(h) Executive Committee: This committee will be chaired by the President of the corporation and will consist of the Chairman, President, Vice President(s), Secretary, Finance Officer, and one Director at Large. The Committee will serve as the central planning group for the organization, and as an advisory group to the President. This committee also will have authority to act for the board in managing the affairs of the corporation during the intervals between meetings of the board. The Executive Committee can also act in an emergency whenever quick and decisive action is required.

ARTICLE VI OFFICERS

Section 1. Offices Held. The officers of this Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Chief Financial Officer (also referred to as "Treasurer"). The Board, at its discretion, may establish such other offices as may be deemed appropriate and appoint the individual to hold such office. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 2. Election/Term/Eligibility of Officers. The officers, except any appointed to fill a vacancy, shall be considered and nominated each March by the Nomination Committee. The Board will elect/choose officers to the appropriate position in April and the elected/chosen individuals will assume their duties at an organizational meeting in May (or such organizational meeting as may be determined by the Board) and shall serve at the pleasure of the Board. Unless appointed to fill a vacancy, all officers shall be selected to serve for a three (3) year term-which shall end at the organizational meeting as of the time

their successors are elected and qualified. Any officer may serve consecutive terms in the same office, except there shall be a term limit of three (3) consecutive full fiscal years for the President. All elected officers shall be members of the Board at the time they assume office (this qualification may be waived at the discretion of the Board), and the President shall have been a member of the Board for a minimum of two (2) years (which qualification may be waived at the discretion of the Board) prior to being elected President.

Section 3. Vacancies. In the event of a vacancy in any office because of death, resignation, removal, disqualification, or any other cause, the Board shall appoint a successor who shall serve during the unexpired term of his or her predecessor.

Section 4. Responsibilities of Officers.

4.1 President – Subject to such powers, duties, requirements or restrictions imposed or prescribed by the Board, the President shall be the general manager and chief executive officer of the Corporation and, subject to the control of the Board, shall be responsible for the general supervision, direction and control of the Corporation activities, affairs and officers. 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.

The President shall preside at all meetings of the Board, and shall appoint, subject to the provisions of the bylaws and the approval of the Board, the chair of all Standing Committees and special committees, if any, of the Board.

4.2 Vice President – In the absence or disability of the President, the Vice President or Vice Presidents as determined 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 on the President. The Vice President or Vice Presidents acting for the President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

4.3 Secretary – The Secretary shall keep or cause to be kept an original or copy of the Articles of Incorporation and Bylaws of the Corporation as amended to date and a full and complete book of minutes of the proceedings and meetings of the Board. The minutes shall include the time and place of meetings, whether regular or special, and if special how authorized, the notice thereof given, the names of Board members present and absent, and the proceedings thereof.

The Secretary shall give, or cause to be given, notices of all meetings of the Board required by law or by these Bylaws to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board, and shall keep or cause to be kept a current record of all fiscal year nonvoting members showing each members name(s), address and class membership.

4.4 Chief Financial Officer – The Chief Financial Officer (“CFO”)

will serve concurrently as Treasurer and Chairperson, Finance Committee, and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts for the properties and business transactions of the Corporation. The CFO shall send or cause to be given to the members of the Board such financial statements and reports as are required to be given by law, by these Bylaws and by the Board. There shall be current quarterly financial statements and reports (including a balance sheet, receipts and disbursement statements, Education Fund reports, etc.) presented to the Board at the call of the President or no less than quarterly at regular or special meetings of the Board. The books of account shall be open to inspection by any director at all reasonable times.

4.5 Chair of the Board – The Board may from time to time elect a Chair of the Board of Directors. The Chair shall have those duties which are agreed upon by the Chair and the President. The Chair, if any, shall serve as a voting member of the Board of Directors so long as he or she serves as Chair.

4.6 President Emeritus – All past Presidents shall be known as President Emeritus.

ARTICLE VII MISCELLANEOUS

Section 1. Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any proceeding by reason of the fact such person is or was a director, officer, member of a committee or other agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, and if such other amounts actually and reasonably incurred in connection with such proceeding, and if such person acted in good faith and in a manner such person reasonably believes to be in the best interests of the Corporation, the Corporation may advance expenses in connection therewith.

Section 2. Insurance. The Corporation shall purchase and maintain insurance to the fullest extent permitted by law on behalf of its directors, officers, members of a committee or other agent of the Corporation, to cover any liability asserted against or incurred by any director, officer, member of a committee, or other agent of the Corporation, in such capacity or arising from the director's, officer's, committee member, or agent's status as such, whether or not the Corporation could indemnify such person against such liabilities under the provisions of Section 1, above. Notwithstanding the above, the Corporation shall not preserve and maintain such insurance for a violation of § 5233 of the California Nonprofit Public Benefit Corporation Law (with respect to self-dealing transactions) or any successor provision thereto.

Section 3. Fiscal Year. The fiscal year of the Corporation, and any classes of nonvoting membership which may be established (excluding Life Members and Honorary Members), shall be from July 1 to June 30.

Section 4. Annual Report. The Board shall cause an annual report be sent to all directors within 90 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) a statement of the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) a statement of the Corporation's revenue or receipts, from whatever source, for the fiscal year;
- (c) a statement of the Corporation's expenses or disbursement for both general and restricted purposes for the fiscal year; and
- (d) fiscal year projected budgets and any other report information required by these bylaws.

Section 5. Checks, Notes and Contracts. The Board from time to time shall determine who shall be authorized on the Corporation's behalf – to sign or endorse checks, drafts, or other orders for payment of money issued in the name of, or payable to the Corporation; to enter into contracts; or to execute and deliver other authorized Corporation documents and instruments.

Section 6. Parliamentary Authority. Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedures unless in conflict with these Bylaws or with the laws of the State of California.

ARTICLE VIII
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of the Corporation may be adopted, amended, restated or replaced in whole or in part by majority vote of the directors then in office.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of World Affairs Council of the Desert, a California nonprofit public benefit corporation; that these amended and restated bylaws are the bylaws of this Corporation as adopted, confirmed and ratified, by the Board of Directors on this date.

Executed on March 29, 2018, at Indian Wells, CA.

Meegan Villa
Secretary

Meegan Villa