

# ARTICLES OF INCORPORATION AND BYLAWS

**Restated Bylaws for the Regulation,  
Except as Otherwise Provided by Statute  
or Its Articles of Incorporation,  
of  
Orange County Regulatory Affairs Discussion Group,  
a California Nonprofit Public Benefit Corporation**

## Article I

### Name

The name of this corporation is Orange County Regulatory Affairs Discussion Group (OCRA).

## Article II

### Offices of The Corporation

**Section 1. Principal Office.** The principal office for the transaction of the activities and affairs of this corporation is located at 5319 University Dr., Suite 641, Irvine, CA 92612, Orange County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section or this Section may be amended to state the new location.

**Section 2. Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

## Article III

### Purposes And Limitations

**Section 1. General Purpose.** The purpose of this corporation is to provide educational programs to regulatory affairs professionals. For purposes of the Articles of Incorporation and Bylaws of this corporation, regulatory affairs professionals are defined as persons whose profession involves the application of government regulation to organizations or persons engaged in the development, manufacture, distribution and/or use of foods, drugs, cosmetics, medical devices, in vitro diagnostics, biological products, veterinary products, and electronic radiation producing products (the "industry"). Among other

functions, regulatory affairs professionals provide services to the industry regarding compliance and regulatory submissions.

This corporation will seek to provide a neutral forum for the exchange of information and views regarding issues, problems, and activities of interest to the regulatory affairs profession. The corporation's purposes shall include the education of regulatory affairs professionals regarding developments in the regulation of the industry by the United States Food and Drug Administration, its state counterparts, and such other regulatory agencies as the Board of Directors shall deem appropriate. The corporation may from time to time, and on behalf of its membership or any segment thereof, wish to comment on government proposals or to express views or opinions to government agencies, or the public at large about matters of interest to regulatory affairs professionals.

**Section 2. Limitations.** Notwithstanding any other provision of these Bylaws, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation except as provided in section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

All corporate property is irrevocably dedicated to the purposes set forth in Article Two of the articles of incorporation. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals and which has established its tax-

exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

## **Article IV**

### **Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## **Article V**

### **Members**

**Section 1. Membership Qualifications.** Any interested individual may become a member upon payment of annual membership dues. There shall be no classes of membership. Only members shall be entitled to become, or to vote for the election of, officers or directors. Membership qualifications may be changed by a majority vote of the responding membership.

**Section 2. Membership Dues.** Membership dues shall be \$50.00 per year. The Board may change the amount of the dues by a two-thirds vote of the authorized number of directors. The membership year shall run from January 1 of a given year to December 31 of the same year. Any member who has not paid dues 90 days after the beginning of a membership year shall cease to be a member unless and until he or she pays dues for that membership year.

## **Article VI**

### **Elections**

**Section 1. Election and Polling Procedures.** Unless a specific provision of the Articles of Incorporation (the "Articles") or the Bylaws indicates otherwise, elections and member polls may take place by written ballot and need not take place at a meeting of the members. The method of balloting shall be at the discretion of the Board and it shall be acceptable for ballots to accompany a mailing conducted for any other purpose, including a mailing to both members and nonmembers, as long as the mailing includes the general membership. Ballots sent by mail may be held until the next such mailing scheduled for other purposes unless the Board determines exigent circumstances exist.

Unless the Nonprofit Public Benefit Corporation Law or other provisions of the

Articles or Bylaws specifically provide otherwise, elections and polls will be decided by a plurality of the votes received for each position or question. In the case of balloting by mail, there shall be no quorum requirement, providing the ballots were addressed in good faith from a current mailing list and a reasonable effort was made to mail a ballot to each member on the list. If voting takes place at a meeting of the membership, a notice of the meeting must be mailed to all members entitled to vote not less than 20 days prior to the meeting, or not less than 10 days if notice is given by first class, registered, or certified mail, and a quorum of at least one-third of the membership must be present at the meeting. A notice by mail is deemed to be given when it is mailed.

## **Article VII**

### **Directors**

**Section 1. General Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, if any, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

**Section 2. Specific Powers.** Without prejudice to the general powers set forth in Section 1 of Article VII of these Bylaws, but subject to the same limitations, the Board shall have the power to:

- (a) Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- (b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.
- (c) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- (d) Adopt and use a corporate seal and alter the form of the seal.

- (e) To exercise all other powers conferred by the California Nonprofit Public Benefit Corporation Law, or other applicable laws, consistent with the articles of incorporation.
- (f) To implement programs in furtherance of the corporation's purposes.

**Section 3. Number of Directors and Qualifications.** The board of directors shall consist of at least five (5) but no more than twenty (20) directors unless changed by an amendment to these bylaws. The exact number of directors shall be set by a two-thirds vote of the authorized number of the Board of Directors. Members of the Board of Directors shall be members of the corporation.

Initially, and unless and until the members of the Board of Directors vote otherwise, the Board shall consist of eleven (11) members comprising the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, the Program Chairperson, the Membership Chairperson, the Professional Organization Liaison, the Annual Meeting Conference Chairperson, the Education, Professional Development Chairperson, and the Member Benefits Chairperson. If one of those positions does not exist, or if two or more of the positions are filled by the same person, the directors then in office will appoint sufficient directors-at-large, in the manner provided for in Article VIII, Section 3, to constitute a full Board of Directors. If a position that gives rise to an *ex officio* directorship is eliminated or ceases to exist, the incumbent who held the position will finish his or her term as director, if possible. Thereafter, the membership will elect sufficient directors-at-large to constitute a full Board of Directors. If a position is added mid-year, the Board of Directors can appoint a director and at the next election add this position to the ballot.

**Section 4. Election and Term of Office.** The Board of Directors shall be elected by the membership on a yearly basis.

Each director will hold office for a term of one (1) year or until his or her successor is elected and qualified. The term of office of a director elected or appointed to fill a vacancy created by resignation, death, or removal of his or her predecessor shall be the balance of the unserved term of his or her predecessor.

**Section 5. Vacancies on Board of Directors.**

**(a) Resignation of Directors.** Except as provided below, any director may resign by giving written notice to the chairman of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the

corporation would be left without a duly elected director or directors.

**(b) Events Causing Vacancy.** A vacancy or vacancies on the board of directors shall occur in the event of (1) the death or resignation of any director; and (2) the declaration by resolution of the board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3 provided, however, that a director who was designated as a director, rather than elected by the members, may be removed by the person or persons who designated that director, and may not be removed without the written consent of that person or persons.

**(c) Vacancies Filled by Board.** Vacancies on the Board may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by a sole remaining director. 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.

**(d) No Vacancy on Reduction of Number of Directors.** Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

**Section 6. Restriction on Interested Persons as Director.** No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

**Section 7. Place of Meeting.** Meetings of the Board shall be held at any place within the County of Orange, State of California, or such other place within the State of California that has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the corporation's principal office.

**Section 8. Number of Meetings.** The Board shall meet at least four times a year and may meet as frequently as is considered necessary to manage and direct the corporation.

**Section 9. Regular Meetings.** Other regular meetings of the Board shall be

held without notice on such dates and at such times and places as may be fixed by the Board.

**Section 10. Meetings by Telephone or Other Telecommunications Equipment.** Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(c) The board has adopted and implemented a means of verifying both of the following:

(1) A person communicating by telephone, video screen, or other communications equipment is a director or entitled to participate in the board meeting.

(2) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

**Section 11. Facsimile Signatures.** Facsimile signatures will be deemed to be original as long as the board adopts and implements one of the following means of verifying the authenticity of the signatures.

(a) If the board determines that facsimile signatures are appropriate for certain matters of a routine nature, the President/Chief Executive Officer or Chairman of the Board may request that each director provide the corporation with one or more personal signatures that may be used to acquire a signature facsimile stamp for each director.

(b) The original signature (or signatures) provided by each director shall be maintained by the corporation in its permanent files for purposes of verifying the authenticity of each director's facsimile signature.

(c) The original signature (or signatures) provided by each director, during the course of approving other corporate business, may also be used by the corporation for purposes of verifying the authenticity of each director's facsimile signature.

**Section 12. Annual and Other Meetings.** Immediately after each annual meeting of members, if applicable, the Board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Other general meetings of the Board may be held without notice at such time and place as the board may fix from time to time.

**Section 13. Special Meetings.**

- (a) Authority to Call. The President, the President-Elect, the Secretary, or any two directors may call special meetings of the Board for any purpose at any time.
- (b) Notice of Special Meetings
  - (i) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each director by personal delivery of written notice; first-class mail, postage prepaid; telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; telegram; facsimile; electronic mail; or other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.
  - (ii) Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, electronic mail, or telegraph shall be delivered, telephoned, sent, or given to the telegraph company, respectively, at least forty-eight (48) hours before the time set for the meeting.
  - (iii) The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

**Section 14. Quorum.** A majority of the authorized number of directors shall constitute a quorum for the transaction of any 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 the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to

committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**Section 15. Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

**Section 16. Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

**Section 17. Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in California Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

**Section 18. Compensation and Reimbursement.** Directors and members of committees of the board may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

**Section 19. Committees of the Board of Directors.** The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have

all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board;
- (c) Fix compensation of the directors for serving on the Board or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board or appoint the members of committees of the Board;
- (g) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected;
- (h) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

## **Article VIII**

### **Officers of the Corporation**

**Section 1. Offices Held.** The officers of this corporation shall be a president, a secretary, and a Treasurer. The corporation, at the Board's discretion, may also have 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 appointed under Article VIII of these Bylaws.

Any number of offices may be held by the same person, except that neither the secretary nor the Treasurer may serve concurrently as either the president or the chairman of the board.

**Section 2. Election and Term of Office.** The officers of the corporation, other than the President and Immediate Past President, shall be elected by the membership. Elections of officers shall be subject to the same time requirements as elections for directors, Article VII. An officer or other member who becomes a

director by action of Article VII, Section 5, and thus is an *ex officio* member of the Board, need not be elected separately to the Board. Any change in the manner of election shall be approved by a majority of the membership in a poll as provided for in Article III. Officers shall hold their respective offices for one-year terms or until their resignation, removal, death, disability, or disqualification from service. The offices of the Immediate Past President, President, and President-Elect will be filled as follows: The membership will vote for President-Elect. Upon the expiration of the term of the President, the incumbent will succeed to the office of Immediate Past President, the President-Elect will succeed to the office of President, and the newly elected President-Elect will take office. All other officers will be elected directly each year.

**Section 3. Appointment of Other Officers and Members-at-Large.** The Board may appoint and authorize the chairman of the board, the president, or another officer to appoint any other officers or members-at-large that the corporation may require. Each appointed officer or member-at-large shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the Board.

**Section 4. Removal and Resignation.** Any officer may be removed, either with or without cause, by vote of the members at any time.

Any officer may resign at any time by giving written notice to the President or the Secretary. Any such resignation shall take effect as of 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 for a reason other than removal of the officer by the Board (e.g., death, resignation, or disqualification) may be filled by a vote of the majority of the directors then in office, or by such other manner as a majority of the directors then in office shall decide. A vacancy due to removal or other action of the Board shall be filled temporarily by vote of a majority of the directors then in office, provided that election of a replacement by the membership shall take place at the first reasonable opportunity. Vacancies shall be filled as they occur and the term of office of the replacement officer shall be the remainder of the term of the original office holder.

Notwithstanding the previous paragraph, a vacancy in the office of Immediate Past President will not be filled. If such a vacancy also creates a vacant seat on the Board, the Board shall proceed to fill the seat on the Board with an at-large director in the same manner as is described in the paragraph above for the filling of a vacant office.

Notwithstanding the first paragraph of this Article VII, Section 5, a vacancy in the office of the President will be filled by the President-Elect and a vacancy in

the office of President-Elect will be filled by the membership in a special election as soon as is reasonably possible. Vacancies on the Board due to vacancies in the office of the President or President-Elect will be handled the same as vacancies on the Board due to resignation or removal of the Immediate Past President, as described in the paragraph immediately above.

**Section 6. Chairman of the Board.** If a Chairman of the Board of Directors is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Chairman of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the President of the corporation set forth in these Bylaws.

**Section 7. President and Chief Executive Officer.** Subject to such supervisory powers as the Board may give to the Chairman of the Board, if any, and subject to the control of the Board, the President/Chief Executive Officer shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President/Chief Executive Officer shall preside at all members' meetings and, in the absence of the Chairman of the Board, or if none, at all Board meetings. The President/Chief Executive Officer shall have such other powers and duties as the Board or the Bylaws may require.

**Section 8. President-Elect.** The President-Elect shall assist the President and, in the absence or disability of the President, shall perform all duties and shall have the powers of the President.

**Section 9. Immediate Past President.** The immediate Past President shall assist the President and the President-Elect. In the absence or disability of the President and the President-Elect, the Immediate Past President shall perform all the duties and shall have all the powers of the President.

**Section 10. Secretary.** The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the

corporation's members, showing each member's name, address, and class of membership.

**Section 11. Treasurer.** The Treasurer of the organization and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (ii) disburse, or cause to be disbursed, the corporation's funds as the Board may order; (iii) render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the Board or the Bylaws may require. If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

## Article IX

### Standing Committees

**Section 1. Formation and Powers.** Initially, OCRA will have the standing committees described in Article IX, Sections 3 through 6. Additional standing committees may be added, or standing committees may be deleted, by amending these Bylaws. Notwithstanding that the chairpersons of some standing committees also may be Board members *ex officio*, the standing committees are not delegated any powers of the Board unless the Board specifically authorizes such delegations by a vote of a majority of the number of directors then in office, provided a quorum is present. All committee chairpersons and members must be members in good standing of OCRA. The Board, the President, and/or the committee chairperson, with the approval of the Board, shall appoint as many members as are deemed necessary, but a committee may consist of one person unless otherwise specified in this Article IX.

**Section 2. Meetings and Quorum.** Standing committees shall meet at such times as necessary to carry out their responsibilities. Meetings shall be called by the chairperson, his or her designee, or the President of OCRA. If the committee consists of more than one person, the chairperson (or his or her designee) and

one other person shall constitute a quorum of a standing committee.

**Section 3. Membership Committee.** The chairperson of the membership committee shall be elected by the membership of OCRA and shall be a Board member *ex officio*. The duties of the membership committee shall include, but shall not be limited to, keeping the membership list current, conducting membership drives, and ensuring memberships are renewed in a timely manner.

**Section 4. Program Committee.** The chairperson of the program committee shall be elected by the membership of OCRA and shall be a Board member *ex officio*. The duties of the program committee shall include arranging for educational programs and other programs conducted by OCRA. The Board must approve all such programs.

**Section 5. Nominating Committee.** The nominating committee shall be appointed by the Board and shall consist of at least two members whose names will not be placed on that year's ballot. The nominating committee shall nominate at least one candidate for each office, for each committee chair that is filled by election of the OCRA membership, and for each directorship that is not filled *ex officio*. The nominating committee shall be responsible for ensuring that ballots are prepared and distributed in a timely manner for general and special elections and shall be responsible for tallying the votes.

**Section 6. Professional Organization Liaison Committee.** The chairperson of the professional organization liaison committee shall be elected by the membership of OCRA and shall be a Board member *ex officio*. The function of the professional organization liaison committee shall be to monitor the activities of similar organizations and to bring to the attention of the Board any opportunities for joint activities or relationships that may in the chairperson's opinion be advantageous to OCRA.

**Section 7. Annual Educational Conference Committee.** The chairperson of the annual educational conference committee shall be elected by the membership of OCRA and shall be a Board member *ex officio*. The annual educational conference committee has primary responsibility for the planning and execution of the OCRA Annual Educational Conference.

**Section 8. Education and Professional Development Committee.** The chairperson of the education and professional development committee shall be elected by the membership of OCRA and shall be a Board member *ex officio*. The education and professional development committee has primary responsibility for identifying educational and professional development opportunities for the OCRA membership. In addition, this committee is tasked with encouraging individuals new to science and engineering the opportunity to see Regulatory Affairs as a professional career goal.

**Section 9. Member Benefits Committee.** The chairperson of the member benefits committee shall be elected by the membership of OCRA and shall be a Board member *ex officio*. The member benefits committee has primary responsibility for identifying and delivering new and continuing benefits to the OCRA membership.

## **Article X**

### **Financial Matters**

**Section 1. Corporate Accounts.** Funds in excess of \$1500.00 for any one expenditure may not be drawn from a corporate account, including a checking account, without the signature or other approval in writing (e.g., a signed check request) of two officers. In lieu of two signatures, the Treasurer is authorized to sign alone when the expenditure is authorized by the Board. In an emergency, the signature of one officer will suffice, providing that officer must make a written report to the Secretary of the amount and the circumstances of the emergency withdrawal as soon as possible. The Secretary will place the report on the agenda for the next Board meeting.

**Section 2. Fiscal Year.** The fiscal year of this corporation shall end on December 31 of each year for accounting and tax purposes and June 30 for all other purposes.

## **Article XI**

### **Other Committees**

Committees may be appointed by the Board whenever necessary and appropriate to carry out the purposes of the organization. Between Board meetings, committees may be appointed by the President as necessary, and the Board will review such committees at the next Board meeting. Committees may be formed for a specific project or for a specific time period or they may be of indefinite life. The Board may terminate at will any committee formed under this Article XI. Between Board meetings, the President may terminate at will any committee formed under this Article XI and the Board will review the termination at the next Board meeting.

## **Article XII**

### **Specific Corporate Activities**

**Section 1. Comments On Matters Of Interest.** With the approval of the membership, and on behalf of its members, OCRA may prepare and submit comments, white papers, or other materials on regulation, policy or other matters. Such materials may be prepared for submission to government agencies, or

associations and/or may be published or otherwise be made available to the general public. The membership may approve such activities specifically and individually or it may provide the Board with blanket approval to formulate such comments, policies, or materials as the Board sees fit. The Board may appoint a subcommittee of the Board, including one or more Board members, to formulate and draft such comments, policies, and/or materials. The Board must approve any policy or materials described in this Article XII, Section 1 by a two-thirds vote of a meeting of the Board at which a quorum is present before such policy or materials may be issued on behalf of OCRA. The Board may at its discretion poll the membership before final approval of such comments, policies, or materials.

**Section 2. Continuing Education.** The Board may decide to provide programs that carry continuing education credit for the regulatory affairs, engineering, medical, scientific, legal, or other professions.

**Section 3. Affiliation With Other Organizations.** The Board may from time to time recommend, by a majority vote of a quorum of the Board, affiliation with another organization or organizations for specific or general purposes. Affiliations for other than specific program or educational purposes must have the approval of a majority of the responding membership.

## Article XIII

### Indemnification

**Section 1. Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

**Section 2. Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall

determine under Corporations Code section 523 8(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

**Section 3. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article XIII, Section 1 and 2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

## **Article XIV**

### **Required Reports**

**Section 1. Annual Report.** The Board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

(i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(ii) The principal changes in assets and liabilities, including trust funds;

(iii) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

(iv) The corporation's expenses or disbursements for both general and restricted purposes;

(v) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to any director or member of the corporation who requests it in writing.

## **Article XV**

### **Loans to Directors and Officers**

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

## **Article XVI**

### **Contracts with Directors and Officers**

No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Article XVI does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

## **Article XVII**

### **Insurance**

This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

## **Article XVIII**

### **Records**

**Section 1. Maintenance of Corporate Records.** This corporation shall keep:

- (i) Adequate and correct books and records of account;
- (ii) Written minutes of the proceedings of its members, if any, the Board of directors, and committees of the Board;
- (iii) A record of each member's name and address.

**Section 2. Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**Section 3. Inspection by Members.** On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of directors, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. The right of inspection extends to the records of any subsidiary of the corporation.

## **Article XIX**

### **Amendments**

The Board of Directors may adopt, amend or repeal the Bylaws or a provision of the Bylaws by a majority of a quorum of the Board, provided that the Board cannot adopt, amend, or repeal bylaws without approval of the membership or the affected class of membership, if classes of membership are provided for, if the action would:

- (1) Materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer,
- (2) Increase or decrease the number of members authorized in total for any class of membership,
- (3) Effect an exchange, reclassification, or cancellation of all or part of the memberships, or

(4) Authorize a new class of membership.

Any such actions must be approved by a plurality of the members, or of the affected class of members, in a poll of the type provided for in Article VI of the Bylaws. Such a change shall not become effective unless and until it is approved by the membership in the manner provided.

The Board may not extend the term of a director beyond that for which the director was elected.

Proposals for changes or amendments to the Bylaws may be made at any time and shall be presented to the Board in writing. The membership also may bring proposed amendments or changes to the Bylaws before the Board by means of a petition signed by 10% or more of the membership. The Board may adopt or reject a change or amendment brought by such petition of the membership, but the Board's decision must be approved by a plurality of the responding membership in the next regularly scheduled general or special election or poll.

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