



September 5, 2019

Via E-mail and Grey Mail
Melinda.Novoa@lacity.org

City of L.A.
LGBTQ+
Employees
Association

“Advancing
Inclusive City
Employment”

City Council
City of Los Angeles
City Hall – 200 North Spring Street
Los Angeles, California 90012

Re: Registration as a Qualified Minority Organization

Honorable City Council:

Pursuant to Employee Relations Resolution #1 (Council File 141050-S11) the City of Los Angeles LGBTQ Employees Association (CLEA) is hereby requesting registration as a Qualified Minority Organization. A similar request from another organization was granted in Council File 93-1083. Please note that CLEA's purpose is dedicated in its attached Bylaws to:

IV B. (iv) -- Support LGBTQ+ and other marginalized people in excelling in Civil Service through practice opportunities, charity and education; and through providing career, practical, social, psychological, and spiritual support; and

VI(2nd) A. -- “Civil Service” shall include all service rendered to, or on behalf of, the City of Los Angeles, California by any person, whether classified, exempt, elected, appointed, voluntary or paid.

V B. – Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation:

(v) Qualified as an Employee Organization under Section 4.820 of the City of Los Angeles Administrative Code; or

(vi) Qualified as a Minority Organization under the Los Angeles City Council Employee Relations Resolution #1.

Your favorable consideration will be greatly appreciated. Should anything further be required, please do not hesitate to contact me directly at (424) 646-7256 or via E-mail at estapleton@lawa.org

Respectfully submitted,

City of Los Angeles LGBTQ Employees Association

Edward Stapleton, President

CLEA.LGBTQ@gmail.com

LA Mall, Suite 18-A
201 N Main Street
P.O. Box 86975
LA, CA 90086-0975

Tax ID 84-2566745
501(c)(3) Public Charity

Attachment: Organization Filing Form To Represent City Employees dated August 26, 2019

9/5/2019 @ 1205 ES



August 26, 2019

Via E-mail only
Melinda.Novoa@lacity.org

Attn: Melinda Novoa, Sr.M.A.

City of L.A.
LGBTQ+
Employees
Association

Office of the City Clerk
Room 395, City Hall
200 N Spring Street, 3rd Floor, MS 160
Los Angeles, CA 90012

“Advancing
Inclusive City
Employment”

Re:
Revised Filing Form
Directory of Employee Organizations, Page 50
City of Los Angeles LGBTQ Employees Association (CLEA)

Dear Melinda,

CLEA is hereby submitting a Revised Filing Form attached, providing the current information to be listed for CLEA in the City Clerk's **Directory of Employee Organizations**. Please note that *City of Los Angeles Gay & Lesbian United Employees* (GLUE) as reflected on page 50 of the January 2019 edition of the directory has changed names to *City of Los Angeles LGBTQ Employees Association* (CLEA).

We look forward to hearing of your successful revision of the on-line version of the directory. We will soon apply to City Council for upgrade from “Part III” listing as a “Qualified Employee Organization” to “Part II” listing as a “Qualified Minority Organization” and greatly appreciate your assistance in updating our information promptly to enable such application. Should anything further be required, or if you prefer a paper mailing, please do not hesitate to contact me directly at (424) 646-7256 or via E-mail at estapleton@lawa.org

Very truly yours,

City of Los Angeles LGBTQ Employees Association

Edward Stapleton, President

Attachments:

Organization Filing Form to Represent City Employees dated August 26, 2019
Directory information dated August 13, 2019

8/26/2019 @ 0616 ES

CLEA.LGBTQ@gmail.com

LA Mall, Suite 18-A
201 N Main Street
P.O. Box 86975
LA, CA 90086-0975

Tax ID 84-2566745
501(c)(3) Public Charity

ORGANIZATION FILING FORM TO REPRESENT CITY EMPLOYEES
IN ACCORDANCE WITH
LOS ANGELES ADMINISTRATIVE CODE SECTION 4.203 AND/OR 4.820

Name of Organization: City of Los Angeles LGBTQ Employees Association

Mailing Address: P.O. Box 86975, Terminal Annex

Los Angeles, CA 90086-0975

E-mail and/or Website Address: CLEA.LGBTQ@gmail.com

Telephone: 424-646-7256

FAX: _____

City Mail Stop No.: _____

PERSONS WHO REPRESENT YOUR ORGANIZATION AND SUBJECTS/AREAS AUTHORIZED:

**Name	Organization Title	Subjects/Areas
See attached dated 8/13/2019		

**** (Please place and "(E)" before the name of each person listed who is employed by the City.)**

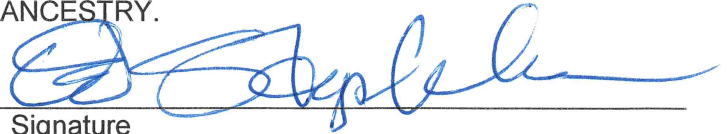
OBJECTIVES OF ORGANIZATION:

(Briefly describe objectives of organization and employer-employee relations matters about which your organization represents employees.) Please attach a copy of your most current by-laws, charter or constitution.

See attached Articles dated 7/19/2019 and Bylaws dated 8/3/2019. Seeking approval as a "Qualified Minority Organization" under City Council Employee

Relations Resolution No 1.

THE UNDERSIGNED AGREES THAT THE ORGANIZATION WILL PROMPTLY NOTIFY THE CITY CLERK BY SUBMITTING A REVISED "FILING FORM" OF ANY CHANGES IN THE FOREGOING, AND FURTHER, THE UNDERSIGNED STATES AND AFFIRMS THAT (A) THE ORGANIZATION INCLUDES EMPLOYEES OF THE CITY IN ITS MEMBERSHIP AND (B) MEMBERSHIP IS NOT DENIED BECAUSE OF SEX, RACE, RELIGIOUS CREED, COLOR, NATIONAL ORIGIN, OR ANCESTRY.



Signature

Chair General and President

Title

August 26, 2019

Date

To be filed in the: *Office of the City Clerk*
200 North Spring Street, Room 395
Los Angeles, CA 90012

CITY of LOS ANGELES – LGBTQ -- EMPLOYEES – ASSOCIATION (CLEASM)

(formerly known as Gay & Lesbian United Employees – GLUE)

P. O. Box 86975
Los Angeles, CA 90086-0975

Telephone: (424) 646-7256

Email: CLEA.LGBTQ@gmail.com

Name	Position	Scope of Authority to Represent
Edward Stapleton (E)	Chair General	All Matters
Edward Stapleton (E)	President / CEO – Board of Directors	All Matters
Vacant	1 st Vice President / COO -- Operations	All Matters
Harold Fujita (E)	2 nd Vice President - Programs	All Matters
David Cano (E)	3 rd Vice President - Events	All Matters
Rob Wilcox (E)	Secretary General / CCO – Communications	All Matters
Mark O’Connor (E)	Corresponding Secretary / CIO -- Information	All Matters
Lauren Padick (E)	Recording Secretary -- Recorder / Clerk	All Matters
Barbara Steelman (E)	Treasurer General / CFO – Finance & Budget	All Matters
Christopher Concepcion (E)	Treasurer Collector / CMO -- Membership	All Matters
Vacant	Treasurer Controller -- Procurement	All Matters
Vacant	Director at Large – Audit	All Matters
Vacant	Director at Large – Bylaws	All Matters
Vacant	Director at Large -- Fundraising	All Matters
Vacant	Director at Large – Nominating	All Matters
Vacant	Director at Large -- Social Media	All Matters
Cat Packer (E)	Alternate Director	Limited
Reinita Ducielle (E)	Alternate Director	Limited
Vacant	Alternate Director	Limited
Vacant	Alternate Director	Limited
Vacant	Alternate Director	Limited
Vacant	Alternate Director	Limited
Vacant	Alternate Director	Limited
Vacant	Alternate Director	Limited
Vacant	Alternate Director	Limited
Vacant	Alternate Director	Limited
(Term 7/1/2019 – 6/30/2020)	Updated 08/13/2019	



Secretary of State

ARTS-PB-
501(c)(3)

Articles of Incorporation of a
Nonprofit Public Benefit Corporation

4300185

FILED ^{WM}

Secretary of State
State of California

JUL 19 2019

(Signature)

IMPORTANT — Read Instructions before completing this form.

Filing Fee — \$30.00

Copy Fees — First page \$1.00; each attachment page \$0.50;
Certification Fee — \$5.00

Note: A separate California Franchise Tax Board application is required to obtain tax exempt status. For more information, go to <https://www.ftb.ca.gov>.

2cc
This Space For Office Use Only

1. Corporate Name (Go to www.sos.ca.gov/business/be/name-availability for general corporate name requirements and restrictions.)

The name of the corporation is City of Los Angeles LGBTQ Employees Association

2. Business Addresses (Enter the **complete** business addresses. Item 2a cannot be a P.O.Box or "in care of" an individual or entity.)

a. Initial Street Address of Corporation - Do not enter a P.O. Box 201 N Main Street; Los Angeles Mall Unit 18-A	City (no abbreviations) Los Angeles	State CA	Zip Code 90012
b. Initial Mailing Address of Corporation, if different than Item 2a P.O. Box 86975	City (no abbreviations) Los Angeles	State CA	Zip Code 90086-0975

3. Service of Process (Must provide either Individual **OR** Corporation.)

INDIVIDUAL — Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation) Edward	Middle Name Francis	Last Name Stapleton	Suffix III
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box 6053 W Century Blvd; Suite 400	City (no abbreviations) Los Angeles	State CA	Zip Code 90045

CORPORATION — Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete Item 3a or 3b

4. Purpose Statement

Item 4a: One or both boxes **must** be checked.

Item 4b: If "public" purposes is checked in Item 4a, or if you intend to apply for tax-exempt status in California, you **must** enter the specific purpose in Item 4b.)

- a. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for: ☒ **public purposes.** ☒ **charitable purposes.**
- b. The specific purpose of this corporation is to Charity and educating the public to stop prejudice and discrimination

5. Additional Statements (See Instructions and Filing Tips.)

- a. This corporation is organized and operated exclusively for the purposes set forth in **Article 4** hereof within the meaning of Internal Revenue Code section 501(c)(3).
- b. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- c. The property of this corporation is irrevocably dedicated to the purposes in **Article 4** hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- d. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable, educational and/or religious** purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

6. Read and Sign Below (This form must be signed by each incorporator. **See Instructions.** Do not include a title.)

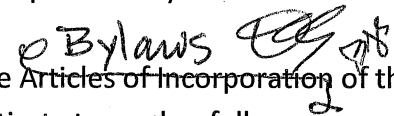
(Signature)
Signature

Edward F Stapleton, III

Type or Print Name

THE BYLAWS
CERTIFICATE OF AMENDMENT TO ~~ARTICLES OF INCORPORATION~~
for
CITY OF LOS ANGELES LGBTQ+ EMPLOYEES ASSOCIATION
doing business as CLEASM
CALIFORNIA CORPORATION NUMBER 4300500

The undersigned certify and declare under penalty of perjury that:

1. They are the president, the secretary and the treasurer, respectively, of City of Los Angeles LGBTQ+ Employees Association, a California corporation, and of the City of Los Angeles Gay and Lesbian United Employees, the unincorporated association referred to in the below ~~articles of incorporation~~ ^{bylaws}  and that said association has duly authorized its incorporation by means of said articles.
2. ^{Bylaws}  The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:

I

The name of this corporation is City of Los Angeles LGBTQ+ Employees Association doing business in the State of California as CLEASM. The name of the existing unincorporated association now being incorporated by the filing of these articles is: City of Los Angeles Gay and Lesbian United Employees doing business as GLUE.

II

The business address, mailing address, and E-mail address, respectively, of the corporation are:

Los Angeles Mall, Suite 18-A
201 N Los Angeles Street
Los Angeles, CA 90012

CLEASM
PO Box 86975
Los Angeles, CA 90086-0975

CLEA.LGBTQ@gmail.com

III

The name and address in the state of California of this corporation's agent for service of process is:

Edward F Stapleton, III; Chair General, CLEASM
Los Angeles World Airports, Commercial Development Group
6053 W Century Blvd, Suite 400
Los Angeles, CA 90045

IV

The purpose of this corporation is as follows:

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for both public and charitable purposes. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law not otherwise applicable to it under Article V.

B. The specific purpose of this corporation is advancing inclusive city employmentSM as follows:

(i) Engage in charitable fundraising, in-kind charitable work, and charitable use and distribution of its funds to persons and other nonprofit public benefit corporations sharing our common causes;

(ii) Educate the public regarding the benefits to the public of inclusion in employment of lesbian, gay, bisexual, transgender, queer, and other marginalized or allied people (LGBTQ+);

(iii) End prejudice and discrimination against LGBTQ+ people and other marginalized people;

(iv) Support LGBTQ+ and other marginalized people in excelling in Civil Service through practice opportunities, charity and education; and through providing career, practical, social, psychological, and spiritual support; and

(v) Advocate for the human rights of LGBTQ+ and other marginalized people.

V

A. This corporation is organized exclusively for the purposes set forth in Article IV hereof within the meaning of Internal Revenue Code Section 501 (c) (3).

B. Notwithstanding any other provisions of these ^{bylaws} ~~articles~~, the corporation shall not carry on any other activities not permitted to be carried on by a corporation:

(i) Exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code,

(ii) Contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code,

(iii) Exempt from state franchise and income tax under Sections 23701 (d) and 23153 of the California Revenue and Taxation Code,

(iv) Registered under the Uniform Supervision of Trustees for Charitable Purposes Act, California Government Code Sections 12580 et. seq.,

(v) Qualified as an Employee Organization under Section 4.820 of the City of Los Angeles Administrative Code, or

(vi) Qualified as a Minority Organization under the Los Angeles City Council Employee Relations Resolution #1.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

VI

The property of this corporation is dedicated as follows:

A. The property of this corporation is irrevocably dedicated to the purposes in Article IV hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code Section 501 (c) (3).

VI

The members of this corporation shall be those persons who:

A. Qualify for one or more of the following classes of membership:

- (i) Pre-Employed Member – Persons who qualify presently, or could possibly qualify in the future, for Civil Service, or are currently seeking to engage in Civil Service;
- (ii) Employed Member – Persons who are currently employed in, or on leave from, Civil Service;
- (iii) Post-Employed Member – Persons who have terminated or retired from Civil Service;
- (iv) Allied Member – Persons who do not qualify for another class of membership, but advocate on behalf of the purposes of this corporation as set forth in Article V as determined in each instance by this corporation.
- (v) Honorable Member – Former directors of this corporation who have documented one or more full terms as a director.

“Civil Service” shall include all service rendered to or on behalf of the City of Los Angeles, California by any person, whether classified, exempt, elected, appointed, voluntary or paid.

Membership in this organization is not denied because of actual, expressed, or perceived: sex, gender identity, gender expression, sexual orientation, or romantic preference; domestic partner status, marital status, parental status, or family status; age; race, color, national origin, or ancestry; local residence or “red-lining;” non-discriminatory expression of culture, creed, or religion; medical condition, cancer, genetic characteristics, pregnancy, or HIV/AIDS; disability (mental or physical); complainant of unlawful discrimination; denied applicant for pregnancy disability, family care, or medical leave or reasonable accommodation; or other protected class.

al
no
~~the military/police sworn~~

- B. Have submitted an acceptable completed membership application in the form approved by the board of directors for the class of membership under which they qualify.
- C. Have paid their initial dues, and have paid their renewal dues timely, as determined by the board of directors from time to time.
- D. Have not been disqualified for cause, as determined by the Board of Directors (including votes of Alternate Directors) after due process and in compliance with state and federal law.

VII

Rights of members shall include:

A. Each member (except Allied Members) remaining in good standing, after 69 days of membership, shall be entitled to cast one vote in each item of any election or referendum for:

- (i) Amendment of ~~these~~ Articles or the Bylaws,
- (ii) Election of directors and the Chair General,
- (iii) Establishment of membership dues rates,
- (iv) Adoption of the annual budget,
- (v) Removal of a director, officer, or member, or
- (vi) Dissolution of the corporation and/or the association.

B. Each member remaining in good standing shall be entitled, subject to reasonable procedures as adopted by the general membership, to:

- (i) Proper notice of all association / corporation meetings of members or directors;
- (ii) Attendance, and voice, at each meeting of members or directors (except disciplinary sessions of director meetings closed at the request of an accused);
- (iii) Minutes of each meeting of members or directors, including committee reports; and
- (iv) Financial statements monthly.

C. Membership meetings will be convened, through reasonable procedures adopted by the membership, to be:

- (i) Calendared not less than once per calendar quarter, nor more than once in a calendar month, for the purpose of conducting elections / referenda in which members are entitled to vote.
- (ii) Located in rotation through various sites through out the City such that at least one meeting per City quadrant, and one in the City center, shall occur annually.
- (iii) Attended by a Quorum of members entitled to vote on the matter, which shall meet the greater of the following minimum percentages in attendance, relative to the total number of members constituting the membership of the corporation of association:
 - (a) 50% present, when there are fewer than 10 members,
 - (b) 40%, when there are between 10 and 20 members,

- (c) 30%, when there are between 21 and 40 members,
- (d) 20%, when there are between 41 and 80 members.
- (e) 15%, when there are between 81 and 150 members,
- (f) 10%, when there are between 151 and 300 members,
- (g) 5%, when there are between 301 and 700 members, and
- (h) 2-1/2%, when there are over 700 members.

(iv) Conducted by the Chair General, under Roberts Rules of Order to the extent not otherwise provided in ~~these~~ ^{bylaws} Articles or in the Bylaws.

D. Members remaining in good standing (except allied members) shall be eligible to serve the corporation according to the following minimum tenures of continuous membership in good standing:

- (o) Committee Member – Three months (1/4 year)
- (i) Alternate Director or Committee Chair or Co-Chair – Six months (1/2 year)
- (ii) Director – One (1) year
- (iii) Officer not designated as a Chief office – Eighteen months (1-1/2 years)
- (iv) Chief Officer – Two (2) years
- (v) President /CEO – Thirty months (2-1/2 years)
- (vi) Chair General – Three (3) years

Prior service to that unincorporated association which is hereby incorporated by these ^{bylaws} ~~articles~~, ^{BK} if documented by the member claiming qualification to the satisfaction of the board, shall be counted toward tenure, though not continuous.

E. Where, during the regular election cycle, insufficient members declare candidacy qualified under Section D of this Article, the eligibility requirements may be temporarily reduced for the duration of the election by the first party below; subject to ratification by the second party below; for the seats stated below as follows:

- (i) Chair General, General Membership, directors and alternates
- (ii) President, Board of Directors, chief officers and vice presidents
- (iii) General officers, Board of Directors, non-chief officers
- (iv) Committee chairs, General Officers of their branch (Executive, Administrative, or Financial), committee members

An incumbent seated under this section E may be challenged once each calendar quarter by a later-declared candidate who is fully qualified; in the resulting election, to calculate the tenure of the incumbent, the incumbent's period of service in the challenged position shall be tolled at double the normal rate.

F. In the event of a vacancy of a director or committee seat or office occurring apart from the regular election cycle, the party first listed below shall appoint on an emergency basis to the vacant position fourth noted below any available candidate notwithstanding other provisions of these Articles. Such appointment shall be subject to an open special election to fill such vacancy at the first meeting of the body third noted below following the time period second noted below:

- (i) Chair General, six months, General Membership, directors and alternates
- (ii) President, three months, Board of Directors, chief officers and vice presidents
- (iii) General officers, three months, Board of Directors, non-chief officers
- (iv) Committee chairs, one month, General Officers (Executive, Administrative, or Financial), committee members

Such special election shall also be open to nominations from the floor of members temporarily qualified under the reduced qualifications of Section E of this Article if applicable.

VIII

This corporation shall have the following directors and officers listed in reverse order of secession, to be elected or confirmed in an election open to nominations from the floor by the body noted:

- A. Committee Members, appointed by their respective committee chair, subject to confirmation by next highest office. Notwithstanding the foregoing, the Nominating Committee shall have 5 members elected at large by the General Membership, in which election members may aggregate their 5 votes for a single Nominating Committee candidate.
- B. Committee Co-Chairs, appointed by committee chair, subject to confirmation by the president
- C. Committee Chairs not tied to an office, appointed by President, subject to confirmation by the Board. Notwithstanding the foregoing, the Nominating Committee chair, is elected by the members of the Nominating Committee.
- D. Ten (10) Alternate Directors, elected by the General Membership for terms of two years, ending June 30th of odd years for members whose City payroll identification number is odd, and ending in even years for members whose City payroll identification number is even.
- E. Fifteen (15) voting Directors, elected in a fashion, and for terms, similar to Alternate Directors.

F. Five Committee Chairs, elected by and from among the Board of Directors, for terms of one year ending June 30th:

- (i) Social Media Chair, reports to the Corresponding Secretary
- (ii) Fundraising Chair, reports to the 2nd Vice President / Programs Officer
- (iii) Bylaws Chair, reports to the Secretary General
- (iv) Nominating Chair, reports to the General Membership
- (v) Audit Chair, reports to the President and the General Membership

Committees may be nominated, appointed, and dissolved from time to time by a two-thirds (2/3) vote of the board, subject to veto by a simple majority (1/2) of the General Membership.

G. Ten officers, elected by and from among the Board of Directors, for terms of one year ending June 30th:

Financial Branch

- (i) Treasurer-Controller chairs the Procurement Committee and reports to the Treasurer-Collector
- (ii) Treasurer-Collector / Chief Membership Officer chairs the Membership Committee and reports to the Treasurer General
- (iii) Treasurer General / Chief Financial Officer chairs the Budget Committee and reports to the Board and General Membership

Administrative Branch

- (iv) Secretary / Recorder-Clerk chairs the Reporter Committee and reports to the Corresponding Secretary
- (v) Corresponding Secretary / Chief Information Officer chairs the Information Committee and reports to the Secretary General
- (vi) Secretary General / Chief Communications Officer chairs the Communications Committee and reports to the Board and General Membership

Executive Branch

- (vii) 3rd Vice President / Events Officer chairs the Events Committee and reports to the 1st Vice President
- (viii) 2nd Vice President / Programs Officer chairs the Programs Committee and reports to the 1st Vice President
- (ix) 1st Vice President / Chief Operations Officer chairs the Operations Committee and reports to the President
- (x) President / Chief Executive Officer chairs the Board of Directors and reports to the Chairman General and to the General Membership

The phrase "reports to" for purposes of these Articles shall include accepting direction from the party to whom the position reports, as well as informing that party.

H. Chairman General shall be elected by the General Membership for a term of two years ending June 30th of odd years, and reports to the General Membership. All other officers reporting to the General Membership will, in the case of urgency when delay would be detrimental to the best interest of the General Membership, accept direction from the Chairman General in the stead of the General Membership. Notwithstanding the foregoing, when there would be no detriment to the best interest of the General Membership, all other officers reporting to the General Membership will accept direction from the Board of Directors at board meetings for routine matters in the stead of the General Membership.

I. To be elected, any candidate for office or a director seat will require the majority of votes cast required below depending upon how many terms they've served in the same office in their lifetime:

- (i) Simple majority (1/2) for their first full term
- (ii) Three-quarters' majority (3/4) for their second full term
- (iv) Seven-Eighths majority (7/8) for their third full term
- (v) Unanimous majority (100%) for their fourth full term
- (vi) An incumbent serving four full terms is disqualified from serving any additional terms in the same office.

In the event an incumbent does not receive the supermajority required in this section, that incumbent is disqualified from a run-off election for the same seat during that election series, such that the run-off election will be limited to non-incumbent candidates. Nothing herein shall be deemed to require a supermajority for election to, or disqualify a candidate from running for, a different office in which they have not previously served. Following appointment or election, a chair general, director, officer, or committee chair may only be removed either for cause following due process, or by a challenger during the next regular election.

J. The Board of Directors shall meet monthly at a central location. A quorum of the Board shall be at least half (1/2) of the filled, voting Board positions. The president shall preside, using Roberts Rules of Order shall govern in all cases where not in conflict with these Articles or the Bylaws.

IX

Amendments to the governing documents of this corporation shall be as follows:


A. Amendments to ~~these~~ Articles shall require submission in writing to the Board of Directors, a favorable vote of a three-fourths (3/4) supermajority of a quorum of the Board, and ratification by a two-thirds (2/3) supermajority of a quorum of the General Membership.

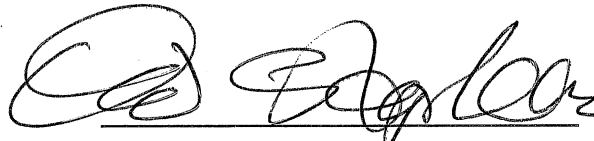
B. Amendments to the Bylaws of this corporation shall require submission in writing to the Board of Directors, a favorable vote of a two-thirds (2/3) supermajority of a quorum of the Board, and ratification by a simple (1/2) majority of a quorum of the General Membership. The Bylaws may not contradict the provisions of ~~these~~ Articles.

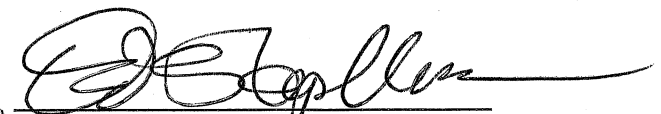
3. The foregoing amendment and restatement of ~~Articles of Incorporation~~ ^{BYLAWS} has been duly approved by the board of directors.

4. The foregoing amendment and restatement of ~~Articles of Incorporation~~ ^{BYLAWS} has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: August 3rd, 2019


Edward F Stapleton, President


 Robert Wilcox, Secretary General


Barbara J Steelman, Treasurer General

rev. 20190728 2145 ES