

**RESTATED BYLAWS  
OF  
UNITED PORTUGUESE S.E.S., INC.**

**ARTICLE 1. NAME**

The name of this corporation shall be United Portuguese S.E.S. (the "Corporation").

**ARTICLE 2. OFFICES**

The office of this corporation shall be maintained at the S.E.S. Hall at 2818 Avenida de Portugal, San Diego, California.

**ARTICLE 3. PURPOSES**

**Section 1. General Purpose**

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for charitable and public purposes.

**Section 2. Specific Purpose**

The specific purposes for which this corporation is organized are:

1. To encourage and promote the observance of religious rituals, religious holidays, religious festivals and religious traditions celebrated among the people of Portuguese birth or Portuguese descent;
2. To establish and maintain the Corporation's historical chapel and religious center and to encourage and promote religious worship of the Roman Catholic Faith and observance of that religious ceremonies, holidays, feasts and rites;
3. To promote, educate and foster for the public welfare the Portuguese culture, its history and the contribution and sacrifices made by those of Portuguese birth or descent;
4. To support and promote such religious events and activities consistent with these corporate purposes, including specifically the annual celebration of the Feast of the Holy Spirit, and
5. For the purposes above specified to receive donations; to receive, manage, take and hold real, personal and all other forms of property by grant, gift, devise, bequest and all other manner of transfer; and generally, to do any and all acts or things connected with, pertaining to, or in furtherance of the foregoing purposes.

#### **ARTICLE 4. TAX EXEMPT STATUS**

1. This corporation is organized and operated exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
3. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

#### **ARTICLE 5. ALLOCATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable and religious purposes and no part of the net income or assets of the corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private person, except for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles Three and Four.

#### **ARTICLE 6. DISSOLUTION**

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of San Diego County exclusively for such purposes or to such organization(s) as said court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE 7. MEMBERSHIP**

##### **Section 1. Membership Eligibility**

Any adult Portuguese, Portuguese descendent or non-Portuguese married to a Portuguese resident of the county of San Diego, State of California, who is interested in the objects and purposes of this corporation and who desires to contribute his or her services to the

accomplishment of its objects, may become a member of this corporation if admitted by affirmative action of the Board of Directors, who shall have the right to refuse admittance to any person whose membership they might deem prejudicial to the best interest of the Corporation.

**Section 2. Membership Enrollment**

Any person so accepted as a member must sign the roll of membership and the membership book shall be in charge of the secretary of the corporation. After any person has signed the roll of membership and been accepted by the Board of Directors, he or she shall henceforth be a member of the corporation.

**Section 3. Termination of Membership**

The membership of any person so accepted and who has signed the roll of membership may be terminated by the affirmative action of the Board of Directors, because of inactivity or neglect to maintain and exercise an active interest in the affairs of the corporation, or for any other reason appearing good and sufficient based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

**Section 4. Non-Portuguese Membership**

The membership of a non-Portuguese person, who has signed the roll of membership and who was so accepted under the criteria set forth in Section 1, shall remain a member after the divorce or death of their Portuguese spouse unless terminated by the affirmative action of the Board of Directors.

**Section 5. Membership Book**

The roll of membership and membership book will be in the charge of the Secretary of the corporation. The membership book will be available at Member meetings, Festa and Festa - related events, and such other dates and times as approved by the majority vote of the Board of Directors.

**Section 6. Membership Rights**

Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on any amendments to the bylaws, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. Additionally, Members shall have the right to vote on matters that come up for vote at the General Assembly.

In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

### **Section 7. Place of Members Meeting**

All meetings of the members shall be held at the principal office for the Corporation located at 2818 Avenida De Portugal, San Diego, CA 92106. In the event this location is unavailable, the meeting of members shall take place at a location designated by the Board of Directors.

### **Section 8. Annual Members Meeting**

The annual meeting of the members shall be held in January of each year at such time as the Board of Directors may from time to time designate by resolution, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. Should said day fall upon a legal holiday, the annual meeting of the membership shall be held on the next business day thereafter at the same hour and place.

### **Section 9. Special Members Meeting**

A special meeting of the members for any purpose whatsoever may be called at any time by the president or by a majority of the Board of Directors or five-percent (5%) or more of the voting members of the corporation. Upon such call in writing by any person or persons other than the Board, stating the business to be transacted at the special meeting, mailed to the principal office of the corporation, or delivered to the president, vice-president or secretary, it shall be the duty of the secretary to cause notice to be given to the members entitled to vote pursuant to Section 10 below.

A special membership meeting shall be called in the event that there is a request to rent or lease the hall for thirty (30) consecutive days or more.

### **Section 10. Notice of Members Meeting**

- 1. General Notice Requirements.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under this section of these bylaws, to each member entitled to vote at that meeting by the secretary or in case of his or her failure or refusal, by any other officer or any director. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state

that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in Article VII, Section 10, part 2 of these bylaws, any proper matter may be presented at the meeting.

2. **Notice of Certain Agenda Items.** Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the board;
- (3) Amending the articles of incorporation that would materially affect the rights of the Members; or
- (4) Electing to wind up and dissolve the corporation.

3. **Notice Requirements.** Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

#### **Section 11. Quorum of Members**

Quorum of the members shall consist of one more than the current number of directors in office. For example, if the current number of directors is twenty-seven (27) then quorum required for transaction of business at any meeting of the members shall be twenty-eight (28). The members present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. A meeting maybe adjourned to another time or place without notice to transact any business which might have been transacted at the original meeting; provided, that if adjournment is for more than forty-five (45) days, notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. In the

event quorum of members is unable to be met at the annual membership meeting, the current board of directors shall continue in full force and effect until quorum of members is able to be met.

### **Section 12. Proxy**

No member entitled to vote may authorize another person or persons to act by proxy; all voting must be in person.

### **Section 13. Ballot Voting at Annual Meeting**

The Board will set the number of Directors that can be voted for on each ballot and if the ballot contains more Directors than authorized, the ballot will be null and void.

## **ARTICLE 8. DIRECTORS**

### **Section 1. Number of Directors**

The number of Directors of the corporation shall be not less than eighteen (18) and not more than thirty (30), until changed by amendment to the Articles of Incorporation, duly adopted by the affirmative vote of the majority of the votes represented and voting at a duly held meeting of the members at which a quorum is present. The exact number of Directors shall be fixed on an annual basis by majority vote of the Members.

### **Section 2. Directors Terms**

1. Directors terms shall be as follows. The first term for each Director shall be a term of one year ("Initial Term"). At the expiration of the Initial Term the Director shall be up for reelection for subsequent one-year terms (the "Subsequent Term"). Each Subsequent Term shall be for a period of one year. Once a Director has served a total of five consecutive years, the Director is not eligible to serve on the board until they have taken a one-year hiatus. After the one-year hiatus the Director may be reelected for the Initial Term with Subsequent Terms to follow. Any person elected to fill a vacancy, shall serve only until the end of that year. Vacancies on the Board of Directors shall only be filled if the vacancy will result in the Board of Directors falling below the minimum number of Directors set by Section 1 above.
2. Each year, the Board of Directors shall retain one third (1/3) of its "Current Directors". This shall be accomplished by retaining the one-third (1/3) of directors who have received the highest number of votes from the general assembly. If the board is unable to retain at least one third (1/3) of the current board members, the Board will attempt to get as close as possible in order to guarantee continuity of the goals and traditions of the United Portuguese S.E.S. Alphabetical order by last name shall be observed if a tie occurs.

### **Section 3. Election**

The directors shall be nominated and elected at each annual meeting of the members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of the members held for that purpose. All directors should hold office until their successors are elected. The election process shall be as described in the United Portuguese S.E.S. Policies and Procedures Guide to be adopted and amended by the Board of Directors.

### **Section 4. Limitation for Related Directors**

No more than two (2) members of the same nuclear family shall serve as elected Board Members of the U.P.S.E.S., Inc. simultaneously. For purposes of this section (2) nuclear family is defined as husband, wife, and their children, brothers and sisters.

### **Section 5. Absences**

The Board of Directors shall create an attendance policy which shall be adhered to and apply to all members of the board. This policy may be amended by the Board on an annual basis in the Board's sole discretion.

### **Section 6. Director Authority**

The directors shall have the power to conduct, manage and control the affairs and business of this corporation, to accept bequests and donations, and to invest the funds of the corporation.

### **Section 7. Director Duties**

It shall be the duties of the directors:

1. To cause the Secretary to keep a complete record, written in the English language of all their minutes and acts;
2. To admit suitable persons to membership herein and to cancel memberships as herein provided;
3. To supervise and oversee all officers and ensure their duties are properly performed;
4. To exercise such further powers as may not be inconsistent with the laws of the State of California, nor inconsistent with the Articles of Incorporation or the Bylaws of the corporation.

### **Section 8. Election of Board Officers**

Immediately after the annual meeting of the members, or thereafter as soon as mutually convenient, the newly elected Board of Directors shall convene and select from said Board of Directors, the President, the Vice-President, Secretary and Treasurer of the corporation (the "Executive Officers").

## **Section 9. Events Causing Vacancy**

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of Membership, at any meeting at which any Director or Directors are to be elected, to elect at least eighteen (18) Directors.

## **Section 10. Removal**

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

The Board may, by a majority vote of the Directors, declare vacant the office of any Director who fails or ceases to meet the qualifications of the board including attendance requirements or failure to comply with any policies or code of ethics adopted by the Board of Directors.

## **Section 11. Resignations**

Except as provided in this Section, any Director may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

## **Section 12. Director Resources**

A director shall perform the duties of a director, including as a member of any committee of the Board upon which a director may serve, in good faith, in a manner such director believes to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports and statements, including financial statements and other financial data, in each case prepared or presented:

1. One of more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
2. Counsel, independent accountants or other persons as to matters which the director believes to be within such persons professional or expert competence; or
3. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence; so



long as, in such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

### **Section 13. Place of Directors Meeting**

All meetings of the directors shall be held at the principal office for the transaction of business of the corporation, or at any other place within or without the State of California, which may be designated by the Board of Directors.

### **Section 14. Regular Directors Meetings**

Regular meetings of the Board of Directors shall be held on a monthly basis at such time as the Board may fix by resolution from time to time; and if any day so fixed shall fall upon a legal holiday, then, upon the next succeeding business day at the same hour. No notice of any regular meeting of the Board of Directors need be given.

### **Section 15. Special Directors Meetings**

Special meetings of the Board of Directors shall be held whenever called by the president, the vice-president, or by three (3) directors.

### **Section 16. Notice of Special Directors Meetings**

Notice of the time and place of each special meeting of the Board of Directors shall be given to each director at least forty-eight (48) hours in advance, if given personally or by telephone or electronic mail, or at least four (4) days in advance, if given by first-class mail, before the date of the meeting. No notice of the objects or purposes of any special meeting of the Board of Directors need be given, and unless indicated in the notice thereof, any and all business may be transacted at a special meeting.

### **Section 17. Consent of Directors Meetings**

The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the

date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

### **Section 18. Action Without Director Meeting**

1. **Action via Written Consent.** Any action required or permitted to be taken by the Board of Directors under the provisions of pertinent laws of the State of California or as provided for in the Articles or Bylaws of this corporation, may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed under any provisions of this section which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without meeting, and that the Articles of Incorporation or the Bylaws authorize the directors to so act.
2. **Action via E-mail.** Any action required or permitted to be taken by the Board of Directors under the provisions of pertinent laws of the State of California or as provided for in the Articles or Bylaws of this corporation, may be taken without a meeting if all members of the Board shall individually or collectively consent in writing via e-mail to such action, pursuant to the procedures set forth for such vote. Such written e-mail votes or consents shall be filed with the minutes of the proceedings of the Board. If Board members do not have access to e-mail, they will be contacted by telephone and their votes noted along with the e-mail responses.

### **Section 19. Quorum Of Directors**

A quorum shall consist of a majority of the directors then in office. Every act or decision done or made by a majority of the directors, present at a meeting duly held at which a quorum is present, shall be the act of the Board of Directors.

### **Section 20. Fees and Compensation of Directors.**

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 7.15 only, means:

(a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(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 any such person.

## **ARTICLE 9. OFFICERS**

### **Section 1. Officers**

The officers of the Corporation ("Officers") shall be either a President, Vice President, a Secretary, and a Treasurer. These shall be selected from among the Directors. The Board shall have the power to designate additional Officers, with such duties, powers, titles and privileges as the Board may fix.

### **Section 2. Election of Officers**

Immediately after the annual meeting of the members, or thereafter as soon as mutually convenient, the newly elected Board of Directors shall convene and select from said Board of Directors, the President, the Vice-President, Secretary and Treasurer of the corporation.

### **Section 3. Officer Terms**

All officers shall serve a one-year term. The President and Vice President may only serve three (3) consecutive terms and the Secretary and Treasurer may only serve five (5) consecutive terms.

### **Section 4. Removal of Officers**

Any Officer may be removed, with or without cause, (i) by the majority of the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

### **Section 5. Resignation of Officers**

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

### **Section 6. Vacancies in Offices**

In the event of a vacancy in any office (other than the President) because of death, resignation, removal, disqualification, or any other cause, the Board of Directors will have the authority to hold a special election at the next scheduled special meeting or Board of Director's meeting to fill the vacant seat. The newly elected Executive Officer will then finish the resigned

or removed Executive Officer's term and continue on in that role with that period counting towards the newly elected Executive Officer's total term allowance. In the event of a vacancy in the office of President, the Vice President shall serve as President for the remainder of the President's term.

### **Section 7. Responsibilities of Officers**

1. **President.** It shall be the duty of the President to preside at all meetings of the corporation and of the Board of Directors, and shall call special meetings of the Board of Directors when necessary, to make a report at the regular meeting of the members showing the general activities of the corporation during the preceding year, to maintain a supervision of the affairs of the corporation, to see that its affairs and regulations are properly enforced and adhered to, and to perform such other duties as may be imposed by the law or the provisions of these Bylaws. The President has the authority to appoint the Parliamentarian and three (3) Directors to serve on the Management Committee as described in Article Ten, Section Three below.
2. **Vice President.** The Vice President shall assist the President in the above duties. In the absence of the President, the duties of his or her office shall devolve upon the Vice President.
3. **Secretary.** It shall be the duty of the secretary to keep a record of all meetings of the members of the corporation and of the Board of Directors, to present a report of the activities of his or her office to the members at the annual meeting, send out all notices required and to attend to all correspondence, to keep and maintain in his or her office a membership book containing the signature and address of each member and to note thereon such cancellation of memberships as may from time to time be ordered by the Board of Directors; and to perform such other secretarial work as may in addition be ordered by the Board of Directors. The secretary shall deliver or shall cause to be delivered to the members the annual statement, as required by these Bylaws.
4. **Treasurer.** The treasurer shall have charge of the funds of the Corporation, and shall keep an exact account thereof, subject at all times to investigation by the directors, and shall pay out of such funds all bills of the corporation ratified by the Board of Directors, and shall report at the annual meeting of the members the financial condition of the corporation and a list of all income and disbursements.

### **Section 8. Officer Eligibility Requirements**

In order to serve as an Officer, an individual must first serve two (2) cumulative years during his or her lifetime as a Member of the Board of Directors before being eligible to serve in the capacity of an officer. No officer shall be eligible to serve if they are also serving as an Executive Officer of any other organization that is affiliated or housed at United Portuguese S.E.S.

The Board may modify these requirements as they apply to the Secretary or Treasurer in order to ensure the officer position is filled with the most experienced and qualified individual.

## **ARTICLE 10. COMMITTEES**

### **Section 1. Appointment**

The Board of Directors may from time to time authorize the president to appoint such standing or special committees as the work of the corporation may seem to demand or require; provided, that any such standing or special committee as has the authority of the Board shall be appointed by the Board of Directors and shall be composed of two (2) or more directors. The Board of Directors may delegate to such committee having the authority of the Board all of the powers and authority of the Board in the management of the business and affairs of the corporation except the following:

1. The approval of any action for which the Non-Profit Corporation Law or the Articles or Bylaws also require the approval of the members of the corporation.
2. The filling of vacancies on the Board or in any committee which has the authority of the Board.
3. The fixing of compensation of the directors for serving on the Board of any committee.
4. The amendment or repeal of Bylaws or the adoption of new Bylaws.
5. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
6. The appointment of committees of the Board or the members thereof.
7. The approval of any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest.
8. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

### **Section 2. Executive Committee**

The Executive Committee shall be comprised of the four officers of the organization and shall be a separate and distinct committee of said organization and shall report all of its activities to the Board of Directors for Ratification by the Board.

### **Section 3. Management Committee**

The Management Committee shall be comprised of the four officers of the organization, two (2) other Board Members appointed by the President, the Parliamentarian, and the

immediate Past President. It shall be a separate and distinct committee of said organization and shall report all of its activities to the Board of Directors for ratification by the Board.

## **ARTICLE 11. TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS AND OFFICERS**

### **Section 1. Transactions with Directors and Officers**

#### **1. Interested Party Transactions**

Except as described in Section 1 (2) below, the Corporation shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

#### **2. Requirements to Authorize Interested Party Transactions**

The Corporation shall not be a party to any transaction described in above unless:

- (a) the Corporation enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section.

### **Section 3. Material Financial Interest**

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

- (a) that fixes the compensation of a Director as a Director or Officer;

- (b) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- (c) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding year or \$100,000.

#### **Section 4. Interlocking Directorates**

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum requirements); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

#### **Section 5. Duty of Loyalty**

Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation.

### **ARTICLE 12. INDEMNIFICATION AND INSURANCE**

#### **Section 1. Indemnification.**

To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §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.

On written request to the board by any person seeking indemnification under Corporations Code 5238(b), the board shall promptly decide under Corporations Code §5238(e) whether the applicable standard of conduct set forth in Corporations Code §5238(b) or §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 §5238(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.

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 Sections XI 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.

### **Section 2. Insurance**

This corporation shall have the right, and shall use its best efforts, 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 13. CORPORATE RECORDS, REPORTS AND SEAL**

### **Section 1. Minute Book**

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

### **Section 2. Books and Records of Account**

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

### **Section 3. Articles of Incorporation and Bylaws**

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date. All members shall have an opportunity to request a physical or digital copy of the bylaws in English, Portuguese or both. The Board of Directors shall cause a postcard to be sent to each member which will allow the member to specify their language and delivery preference.



#### **Section 4. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

#### **Section 5. Annual Report; Statement of Certain Transactions**

(a) The corporation shall notify each member yearly of the member's right to receive a financial report pursuant to this subdivision. Upon written request of a member, the board shall promptly cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared not later than 120 days after the close of the corporation's fiscal year. Unless otherwise provided by the articles or bylaws and if approved by the board of directors, that report and any accompanying material may be sent by electronic transmission by the corporation (Section 20). That report shall contain in appropriate detail the following:

(1) A balance sheet as of the end of that fiscal year and an income statement and a statement of cashflows for that fiscal year.

(2) A statement of the place where the names and addresses of the current members are located.

(3) Any information required by Section 8322.

(b) The report required by subdivision (a) shall be accompanied by any report thereon of independent accountants, or, if there is no report, the certificate of an authorized officer of the corporation that the statements were prepared without audit from the books and records of the corporation.

#### **Section. 6 Director and Member Rights of Inspection**

Every Director and Member shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director or Member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

#### **Section 7. Corporate Seal**

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### **ARTICLE 14. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall be the Parliamentary Authority of this corporation when not in conflict with these Bylaws.

#### **ARTICLE 15. AMENDMENTS**

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the Members in attendance at a meeting of members in which quorum is present.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of United Portuguese S.E.S., Inc., a California Nonprofit Corporation; that these Bylaws, consisting of 19 pages, are the Bylaws of this Corporation as adopted and amended by the Members on January 30, 2022; and that these Bylaws have not been amended or modified since that date.

Executed on January 30<sup>2022</sup> at San Diego, California.

Korinne M. Monroe  
Korinne Monroe, Secretary

## Document History

Revision Approval Date	Sections Revised	Version
01/30/2022	Article VIII; amend Section 2, Directors Term	Rev. 01-2022
01/30/2022	Article VIII; amend Section 1, Number of Directors	Rev. 01-2022
09/22/2019	Full restatement	
01/28/18	Article II; amend Section 3, added Video/Telephone Conference calls	Rev. 01-2018
2/03/2016	Article V - Section 7; amended quorum for number of Directors	Rev. 02-2016
08/03/2015	Article II - Section 11 added - Resignation or Removal	Rev. 02-2016
01/13/15	Article II, amend Section 3	Rev 01-2015
01/26/14	Article II, Delete Section 10.6	Rev 11-2012
11/13/12	Article I, add Section 4 and Section 5 Article II, amend Section 10.5 Article III, amend Section 5 Article IV, amend Section 3 Article V, amend Section 6	Rev 11-2012
10/12/11 (Board Approval)	Article VI, amend Section 1	
04/8/2010	Article II, Section 2 added Article II, Section 10 – corrected 10.6	Rev 03-2010
2006	Article II, Section 10.5 changed	Rev 2005