

ORGANIZED NEIGHBORHOODS OF PALM SPRINGS

BYLAWS

Article I – Name

The name of the corporation shall be Organized Neighborhoods of Palm Springs (“ONE-PS”), hereafter referred to as ONE-PS. ONE-PS is organized as a Nonprofit Public Benefit Corporation under the California Nonprofit Public Benefit Corporation Law for public purposes, and is a tax-exempt organization under Internal Revenue Code Section 501(c)(4) and California Revenue and Taxation Code Section 23701f.

Article II – Principal Office

The principal office of ONE-PS shall be the residence of the then-current Secretary of ONE-PS. The street and mailing addresses of ONE-PS may be established at any place or places within the City of Palm Springs, California, as designated by the Board of Directors (the “Board”).

Article III – Purpose

ONE-PS is a network of Palm Springs neighborhoods that gives voice to the issues and concerns of the community, including:

- (a) Serving as a clearinghouse for information from the City of Palm Springs, California, to the recognized neighborhood organizations, in accordance with Palm Springs Ordinance 1952, adopted February 7, 2018, and codified in Chapter 2.55 of the Palm Springs Municipal Code, now in force or hereafter from time to time amended (“Ordinance”).
- (b) Improving the livability and character of the neighborhoods and the City of Palm Springs by establishing a mechanism for two-way communication between the City and ONE-PS and fostering a partnership of open communication between the City and its neighborhoods.
- (c) Educating the residents of the City of Palm Springs on issues of importance to the City’s residents and using its best efforts to ensure they are afforded an opportunity to participate in governmental decisions.
- (d) Making public policy recommendations to the City Council, Boards, Commissions, Task Forces and Administration, as well as to other governmental bodies and agencies whose policies may affect the residents of Palm Springs.
- (e) Assisting the City of Palm Springs and neighborhood residents in developing innovative solutions to mutual concerns.

- (f) Fostering cooperation and consensus among diverse interests in the City of Palm Springs and to encourage diverse perspectives.
- (g) Fostering within the City government a service orientation towards its residents.
- (h) Developing in the residents of Palm Springs a sense of personal pride and responsibility for their neighborhoods and the City, including participation in and the development of events, projects, activities and programs designed to improve the quality of life for the City's residents and visitors.
- (i) Helping to develop in the residents of Palm Springs a capacity for and willingness to serve the City in positions of responsibility.

Article IV – Membership

- Section 1: Each neighborhood organization that has been recognized by ONE-PS and has not been placed on inactive status or derecognized, hereinafter referred to as a NOrg, shall be a member of ONE-PS. The NOrgs when meeting together in accordance with Articles V and VI are collectively referred to as the Membership.
- Section 2: Each NOrg shall determine its elected or appointed representatives. For purposes of these Bylaws, “Official Representative” shall mean the individual elected or appointed pursuant to a NOrg’s bylaws as the NOrg’s Official Representative to ONE-PS, and “Official Alternate” shall mean the individual elected or appointed pursuant to a NOrg’s bylaws as the NOrg’s Official Alternate to ONE-PS.
- Section 3: Each NOrg shall promptly notify the Secretary of ONE-PS and the Palm Springs Office of Neighborhoods of any changes of the NOrg’s Official Representative and Official Alternate to ONE-PS. Such notification shall include a statement from the secretary or other authorized officer of the NOrg and the minutes or excerpt thereof of the meeting of the NOrg’s governing body at which such Official Representative or Official Alternate was named.
- Section 4: As new neighborhoods are formed, or the boundaries of existing neighborhoods are modified, it is the policy of ONE-PS that neighborhood boundaries be drawn so as to be inclusive of the greatest number of residents as is practicable. New boundaries should not be drawn so as to restrict from membership residents that are economically more challenged than the majority of neighborhood residents or reside in homes atypical of the majority of homes within a neighborhood.

Article V – Membership Meetings

- Section 1: There shall be eleven regular monthly Membership meetings per year, unless otherwise decided by vote of the Membership in accordance with Article VI Section

1. The Membership meetings will occur on the second Thursday of each month (with the exception of August) at a place and time designated by the Board.

Section 2: At least 72 hours prior to a regular Membership meeting, the Chairperson or in the Chairperson's absence the Secretary shall distribute by email to Official Representatives, Official Alternates and appropriate City personnel the agenda containing a brief general description of each item to be discussed or transacted at the meeting and the link to the location on the ONE-PS website with supporting materials for all action and discussion items on the agenda. Minutes of Membership meetings will also be posted on the ONE-PS website following their adoption at a subsequent Membership meeting.

Section 3: Official Representatives and Official Alternates may not discuss at a regular Membership meeting an item that was not previously placed upon the agenda for such meeting, except in the limited case set out below. New items can be raised during the meeting's Membership comments section, and then put on the agenda for discussion at a future Membership meeting.

Section 4: When the Chairperson determines that there is a need for immediate action that cannot reasonably wait for the next regularly scheduled Membership meeting, Official Representatives and Official Alternates may discuss at a regular meeting an item that was not previously placed on the agenda for such meeting. In order to take advantage of this agenda exception, the need for immediate action must have come to the attention of the Chairperson after the agenda had already been posted. The determination that a need for immediate action exists must be made by two-thirds of the NOrgs present at the Membership meeting.

Section 5: Every agenda for a regular Membership meeting shall provide an opportunity for members of the public to directly address ONE-PS during a designated public comments period, with time limits not to exceed three minutes per speaker. Comments will be accepted on any item under the subject matter jurisdiction of ONE-PS or on any item that is already on the agenda for such Membership meeting.

Section 6: With respect to matters for which it is proposed that ONE-PS take official action, serial meetings, i.e., a series of communications among Official Representatives and Official Alternates, each of which involves less than a quorum of ONE-PS (at least 51 percent of all NOrgs), but which taken as a whole involves a majority of its members, should be avoided. Serial meeting examples include electronic communications, daisy chain or "hub-and-spoke" telephone calls, etc. Nothing in these Bylaws prohibits communications among members of a NOrg or among members of two or more NOrgs on matters for which it is proposed that ONE-PS take official action. Nor do these Bylaws prohibit communications among members of Committees (as defined in Article IX Section 2), or any other communications among Official Representatives and Official Alternates that are not on pending or proposed action items for the Membership.

- Section 7: Special Membership meetings may be called by the Chairperson or by vote of a majority the Board or if requested in writing by 5% of the NOrgs.
- Section 8: Notice of special Membership meetings shall indicate that the meeting is being called as a special meeting, and shall state the date, time, place, and business to be transacted at the meeting. No other business may be transacted at the special Membership meeting. The notice shall be given not less than ten calendar days before the date of the special Membership meeting and shall be distributed in the same manner as for regular Membership meetings. Every agenda for a special Membership meeting shall provide an opportunity for members of the public to directly address ONE-PS during a designated public comments period, with time limits not to exceed three minutes per speaker. Comments will be accepted on any item that is already on the agenda for such meeting.
- Section 9: A quorum must be present at all Membership meetings, whether regular or special meetings. A quorum shall consist of at least 51 percent of all NOrgs.
- Section 10: Membership Meetings will be conducted in accordance with the procedures described in the most current edition of Robert’s Rules of Order unless otherwise specified in these Bylaws.
- Section 11: The Chairperson, in consultation with the other Directors, may appoint and/or terminate a Parliamentarian for regular and special Membership meetings. The Parliamentarian shall be selected for his or her expertise in parliamentary procedure and may be an Official Representative or Official Alternate, but not a Director. The Parliamentarian shall make every effort to attend all regular and special Membership meetings and shall give advice on parliamentary procedure when called upon by the Chairperson. In the event of the absence of the Parliamentarian from a Membership meeting, the Chairperson may designate a Parliamentarian pro tem for that meeting, who shall be an Official Representative or Official Alternate, but not a Director.
- Section 12: Members of the public residing or owning property in Palm Springs may attend and participate in ONE-PS retreats. They may directly address the Membership at the beginning of the retreat on any item that is already on the retreat agenda or any item under the subject matter jurisdiction of ONE-PS, with time limits not to exceed three minutes per speaker.
- Section 13: At all meetings, in all communications and in media affiliated with ONE-PS, all Official Representatives, Official Alternates and Committee members are expected to:
- a) Agree to listen to and consider all member input.
 - b) Treat each other with respect and common courtesy.
 - c) Abide by decisions made in accordance with these Bylaws.
 - d) Abide by any rules of order established by the Board or Parliamentarian (if any).

- e) Refrain from any behavior or actions inconsistent with ONE-PS's purpose as articulated throughout these Bylaws.

Section 14: Each NOrg will hold an annual meeting of residents (including business occupants) and owners of property located within the NOrg's boundaries that complies with the Ordinance, the policies of Palm Springs Office of Neighborhoods now in force or hereafter from time to time adopted or amended and the NOrg's bylaws. Each NOrg may adopt such of the Membership meeting provisions in this Article V and Article VI as it determines are appropriate for the meetings of its governing body.

Article VI – Voting at Membership Meetings

Section 1: Each NOrg shall be entitled to one vote on any motion made at a Membership meeting. The Chairperson shall not have a vote unless it is to break a tie.

Section 2: The following ONE-PS actions must be taken by a vote of the Membership:

- a) Approval of public policy recommendations in accordance with Article VI Section 5 (requires two-thirds vote).
- b) Election of Directors in accordance with Article VII Section 7.
- c) Approval of the annual budget, and non-budgeted expenses where such approval is required under Finance Committee guidelines.
- d) Recognition of new NOrgs and their boundaries and status and boundary changes of existing NOrgs in accordance with Article IV Sections 1 and 4.
- e) Creation and dissolution of a standing Advisory Committee as defined in and in accordance with Article IX Section 2.
- f) Establishing the charters of new standing Advisory Committees and amending the charters of standing Advisory Committees in accordance with Article IX Sections 3 and 4.
- g) Approval, amendment and repeal of standing Advisory Committee guidelines and procedures that are binding on NOrgs in accordance with Article IX Section 8.
- h) Changing the number of monthly Membership meetings in accordance with Article V Section 1.
- i) Amendment of these Bylaws in accordance with Article X Section 1 and the ONE-PS Articles of Incorporation in accordance with Article Nine thereof (requires two-thirds vote).

Except as otherwise provided in the Sections cited above, all motions shall be approved by a simple majority of NOrgs present and voting at a Membership meeting where a quorum has been established.

Section 3: The vote of a NOrg shall be cast by the Official Representative or, if the Official Representative is not present or able to vote, by the Official Alternate. Should neither the Official Representative nor the Official Alternate of a NOrg be present or able to vote, the NOrg may designate a substitute representative from the NOrg

to vote at a ONE-PS meeting by sending written notice to the ONE-PS Secretary prior to the meeting at which the substitute representative is to participate. In casting their votes, the Official Representatives, Official Alternates and substitute representatives are expected to represent the interests of their respective NOrgs.

- Section 4: Motions may be made and seconded by an Official Representative or Official Alternate representing a NOrg at a meeting.
- Section 5: Motions to make public policy recommendations shall be approved by a two-thirds vote of the NOrgs present and voting at a Membership meeting where a quorum has been established. To the extent practical taking into account timing issues as determined by the Chairperson in consultation with the other Directors when preparing the Membership meeting agenda, recommendations shall first be set on the agenda for discussion at a Membership meeting and then voted on at the following month's Membership meeting.
- Section 6: If a motion fails to pass, the Chairperson may refer the subject of the motion to be considered by an existing Committee, or the Board may create a new Committee in accordance with Article IX Section 2 to address the matter. After such consideration, the Committee shall make a report and recommendations on the matter at a Membership meeting.
- Section 7: Official Representatives and Official Alternates should avoid participating in discussion of matters and voting on matters regarding which they have a direct, personal conflict of interest. Should both the Official Representative and Official Alternate of an NOrg have a conflict of interest on a particular matter, the NOrg may designate a substitute representative of the NOrg to represent and vote for the NOrg regarding that matter by sending written notice to the ONE-PS Secretary prior to the meeting at which the substitute representative is to participate.

Article VII – Board of Directors

- Section 1: Subject to the powers of the Membership as provided by the California Nonprofit Public Benefit Corporation Law or these Bylaws, the activities and affairs of ONE-PS shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. All decisions will be arrived upon by a majority of the Directors present at a meeting duly held at which a quorum is present. A majority of the total members of the Board then in office shall constitute a quorum.
- Section 2: The Board shall consist of the five officers of ONE-PS as set out in Article VIII (“Officers”) and six at-large directors (collectively with the Officers, “Directors”). No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. In addition to the Directors, the immediate past Chairperson shall serve as advisor to the Board, unless such person has been elected to the Board or named by the Board to fill a vacancy in accordance with Section 8 of this Article VII.

- Section 3: There shall be eleven regular monthly Board meetings per year, unless otherwise decided by vote of the Board. The meetings will occur at least one week in advance of each monthly ONE-PS meeting, on the dates fixed by the Board at the beginning of each year.
- Section 4: Special Board meetings may be called by the Chairperson or any four Directors. Notice shall be given to all Directors personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages) or email at least four days before any such meeting. The notice shall indicate that the meeting is being called as a special meeting, and shall state the date, time, place and business to be transacted at the meeting.
- Section 5: A Director's term shall be one year and run from January 1 to December 31. Directors may not serve more than six consecutive terms.
- Section 6: A Director's resignation shall be effective upon receipt in writing or email by the Chairperson or the Secretary, unless a later effective date is specified in the resignation. In the event of the death, resignation, disability, or disqualification of a Director, the remaining Directors shall elect a successor to serve the uncompleted term (including as Officer) of the Director being replaced. The Directors may also fill a vacancy if the actual number of Directors is less than the total number of Directors authorized in accordance with Section 1 of this Article VII.
- Section 7: Directors shall be elected each year at the December Membership meeting by majority vote of the NOrgs present at such meeting. Only one Director may be elected from any NOrg.
- Section 8: Any current or past Official Representative or Official Alternate shall be eligible to serve as an Officer or at-large Director, and any current or past Official Representative or Official Alternate who wishes to serve as an Officer or at-large Director may nominate himself or herself by submitting his or her name for nomination in writing to the Secretary no later than 6 pm Pacific Time on September 30 of each year.
- Section 9: The Board at its meeting preceding the July Membership meeting shall establish an ad hoc Nominating Committee to evaluate and recommend nominees for the Officer and at-large Director positions. The Nominating Committee shall provide a written recommendation of nominees for Officers and at-large Directors for circulation to Official Representatives and Official Alternates with the agenda for the November Membership meeting.
- Section 10: Any Officer or at-large Director candidate who has submitted his or her name in accordance with Section 8 of this Article VII but has not been nominated by the Nominating Committee may request the Secretary to include his or her name in a ballot for circulation to Official Representatives and Official Alternates with the agenda for the December Membership meeting. Such request must be sent in

writing to the Secretary no later than 6 pm Pacific Time on the Friday prior to the Board meeting preceding the December Membership meeting.

Section 11: The Board shall not at any time, in any way, involve ONE-PS in campaign activities for a political office, nor shall it authorize or approve any Board or committee member, Official Representative, Official Alternate or NOrg to do so in the name of ONE-PS. Nothing in these Bylaws prohibits ONE-PS from holding candidate forums in which all candidates for office are invited or public policy issue forums in which all views on the issue are represented.

Section 12: Directors shall not use their position for personal gain and shall comply with Sections 5233 and 5234 of the California Corporations Code. They shall disclose any potential self-dealing transaction to the Board for evaluation in accordance with such Sections.

Section 13: No compensation of any kind shall be paid to the Directors. The Directors shall be entitled to reimbursements for approved ONE-PS-related expenses.

Section 14: The following procedures shall apply for the election of the Officers and Directors for 2018, in lieu of those set out in the first sentence of Section 5 and in Sections 7 - 10 of this Article V:

- a) The officers elected at the December 2017 ONE-PS meeting under the Bylaws adopted in May 2016 (the “2016 Bylaws”) shall serve as the elected Officers for 2018, with the First Vice Chairperson serving as the Vice Chairperson and the Second Vice Chairperson serving in place of the Communications Officer.
- b) The Officers shall choose the six at-large Directors from among the chairs of the standing Continuing Committees (as defined in Article IX Section 10). The term of such at-large Directors shall expire on December 31, 2018.

Article VIII – Officers

Section 1: The Officers are:

- a) Chairperson
- b) Vice Chairperson
- c) Secretary
- d) Treasurer
- e) Communications Officer

Section 2: The Chairperson shall serve as Chief Executive Officer of ONE-PS. The Chairperson’s role and responsibilities are to:

- a) Preside over all Membership meetings.
- b) Have signatory authority with the Treasurer.

- c) Initiate payments and reimbursements for approved ONE-PS-related expenses.
- d) Prepare an annual report on the status of ONE-PS.
- e) Serve as Chairperson of the Board, preside over all its meetings and establish the agenda for such meetings.
- f) Serve as ex officio member of all Committees, which means that that the Chairperson has all the rights and duties as other Committee members, including the right to vote.
- g) Develop Membership meeting agendas in consultation with the other Directors.
- h) Lead ONE-PS meetings with the City department heads and focus on operational aspects of ONE-PS as a whole.

Section 3: The Vice Chairperson's role and responsibilities are to:

- a) Preside over Membership and Board meetings in the absence of the Chairperson.
- b) Assist the Chairperson in the execution of the duties of the Chairperson.
- c) Assume the duties of the Chairperson should he/she vacate or otherwise be unable to serve his/her full term, until the vacancy is addressed by the Board in accordance with Article VII Section 8.

Section 4: The Secretary's role and responsibilities are to:

- a) Record the minutes of the Membership and Board meetings.
- b) Transmit such minutes to the Chairperson for distribution prior to the next meetings of such bodies.
- c) Post approved agendas and minutes on the ONE-PS website.
- d) Maintain the sign-in sheets for regular and special Membership meetings.
- e) Certify and keep the original, or a copy of the ONE-PS Articles of Incorporation and Bylaws as amended to date.
- f) Keep the archives (including ONE-PS's contractual agreements) and transmit them at the end of his or her term as Secretary to the successor Secretary.
- g) Prepare official correspondence on behalf of ONE-PS.
- h) Serve as agent for service of process of ONE-PS, unless the Board has designated another person or entity to so act.
- i) Collect mail from the ONE-PS Post Office Box at least once every two weeks and distribute it as appropriate.
- j) Send to the Membership the annual report required by Section 6321(a) of the California Corporations Code and any meeting notices not sent by the Chairperson.
- k) Prepare and file or have prepared and filed ONE-PS's biannual statement of information with the California Secretary of State.
- l) Preside over Membership and Board meetings in the absence of the Chairperson and the Vice Chairperson.

Section 5: The Treasurer’s role and responsibilities are to:

- a) Receive and deposit monies.
- b) Initiate payments and reimbursements for approved ONE-PS-related expenses.
- c) Maintain on-going bank records and make such records available to the Chairperson and any member of the Board on request.
- d) Create, maintain and make available a detailed current financial report for distribution at monthly Board meetings.
- e) Chair the ONE-PS Finance Committee.
- f) Create, maintain and make available detailed quarterly and fiscal year-end financial reports for distribution to ONE-PS following the approval of such reports by the Finance Committee and the Board.
- g) Archive financial reports and transmit them at the end of his or her term as Treasurer to the successor Treasurer.
- h) Prepare an annual budget and the annual report required by Section 6321(a) of the California Corporations Code, together with the Finance Committee.
- i) Prepare or have prepared ONE-PS’s annual federal and state exempt organization returns and charitable trust registration renewal.

Section 6. The Communications Officer’s role and responsibilities are to:

- a) Establish regular communication channels by which Official Representatives, Official Alternates, the NOrgs and the Palm Springs public are informed of ONE-PS meetings and events and other matters affecting ONE-PS and the City’s neighborhoods. These communication channels will include, but are not limited, to the ONE-PS website, social media platforms and email.
- b) Working with the Secretary, facilitate formal communication between ONE-PS, the City and its representatives, and/or other public and private entities.
- c) Maintain the ONE-PS website.
- d) Assume the designation of a “Lead” at Nextdoor.com. The “Lead” designation shall be held as long as the “Communication Officer” title is held.
- e) Chair the ONE-PS Communications Committee.
- f) Post approved agendas and minutes on social media platforms in accordance with the social media guidelines and procedures of the Communications Committee approved by the Board in accordance with Article IX Section 8.

Article IX – Committees

Section 1: Committees are essential to the operation of ONE-PS. Their purpose is to study an issue, make recommendations to ONE-PS and, at the direction of the Chairperson

or the Board, represent ONE-PS in meetings with City officials and others. Recommendations may be informational only or may require action by ONE-PS. Committees may not make public policy recommendations to City officials and others unless such recommendations have been approved by the Membership in accordance with Article VI Section 5.

- Section 2: The Board is responsible for the creation of committees. Committees may be standing or ad hoc and may consist solely of Directors (“Board Committees”) or be advisory committees and task forces that include non-Board members (collectively, “Advisory Committees” and, together with Board Committees, “Committees”). Committees shall be consistent with the purpose of ONE-PS set out in Article III. The creation of new standing Advisory Committees shall be subject to approval of the Membership. The Membership may also recommend to the Board the creation of new Advisory Committees. Once created, a standing Advisory Committee shall continue to exist until the Membership votes to dissolve it.
- Section 3: The Board establishes the terms of reference of Committees via charters that set out their mission, goals, scope, proposed outcomes and budget effect and are consistent with the purpose of ONE-PS set out in Article III. The charters of standing Advisory Committees shall be subject to approval of the Membership.
- Section 4: Amendments to the charters of standing Advisory Committees shall be subject to approval of the Membership. The Board shall indicate whether the amendment modifies the standing Advisory Committee’s mission, goals, scope, proposed outcomes and budget effect. The Board may amend as it sees fit the charters of Board Committees and ad hoc Advisory Committees. All charter amendments shall be consistent with the purpose of ONE-PS set out in Article III.
- Section 5: The charter for each ad hoc Committee shall state its estimated sunset date, which shall not be more than 12 months after its creation unless justified by the Board. The Board shall justify and authorize additional time for completion of the task if it is not completed within the original deadline. The Board shall dissolve each ad hoc Committee when its chair advises the Board that its task is completed.
- Section 6: The creation and dissolution of Committees and the establishment and amendment of their terms of reference shall be recorded in the minutes of the meeting of the Board or the Membership at which such action took place.
- Section 7: All recommendations of an Advisory Committee for action require ratification or vote by the Board before being given effect. All such actions and recommendations for which Membership approval is also required in accordance with Article VI Section 2 shall first be reviewed by the Board and, when determined by the Board to be ready for a Membership vote, shall be placed on the agenda of the Membership meeting.
- Section 8: The Board approves, amends and repeals ongoing guidelines and procedures of standing Advisory Committees. Any such guidelines and procedures that are

binding on the NOrgs and amendments thereto or repeal thereof shall also be approved by the Membership in accordance with Article VI Section 2.

Section 9: One or more Directors named by the Chairperson in consultation with the other Directors shall preside over each Committee, to serve at the discretion of the Board. The Chairperson in consultation with the other Directors may also name Advisory Committee chairs who are current or past Official Representatives or Official Alternates but not Directors. Advisory Committee chairs who are not Directors shall be selected based on their ability to approach matters within the jurisdiction of their Committee considering the needs of the City’s residents as a whole and all sides of an issue. They shall be considered non-elected officers of ONE-PS, with no voting rights on the Board. They shall serve at the discretion of the Board and have the right to participate in every Board meeting, unless specifically excused by the Board.

Section 10: The committees in existence at the time of adoption of these Bylaws, other than the Executive Committee (“Continuing Committees”), shall continue to exist as Advisory Committees under these Bylaws. The Continuing Committees shall function in accordance with Article IX of the 2016 Bylaws until their charters are amended in accordance with Section 4 of this Article IX, and their chairs in office at the time of adoption of these Bylaws shall continue to serve as chairs for 2018. The guidelines and procedures of the Continuing Committees in effect at the time of adoption of these Bylaws shall remain in effect until amended or repealed in accordance with Section 8 of this Article IX.

Article X – Amendments; Governing Law; Fiscal Year

Section 1: These Bylaws may be altered, amended, replaced or repealed by a motion to such effect being approved by a majority vote of the members of the Board and subsequent approval by a two-thirds vote of the NOrgs present and voting at a Membership meeting where a quorum has been established. Notwithstanding the previous sentence, the Board shall have the power to amend these Bylaws without a vote of the Membership to repeal Article VII Section 14 and Article IX Section 10 once the transition procedures set out therein have been carried out. Notice of proposed changes approved by the Board shall be given in accordance with Article V Section 2 (for a regular Membership meeting) or Article V Section 8 (for a special Membership meeting) prior to any Membership meeting at which discussion is to be held or action is to be taken on changes to the Bylaws.

Section 2: In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

Section 3: The fiscal year of ONE-PS shall end each year on June 30.