

**BYLAWS
OF
Grant Professionals Certification Institute, Inc. (GPCI)**

**ARTICLE 1
NAME**

The name of this non-profit entity is Grant Professionals Certification Institute (GPCI)

**ARTICLE 2
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Johnson County, State of Kansas.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__
_____ Dated: _____, 20__
_____ Dated: _____, 20__

SECTION 3. OTHER OFFICES

GPCI may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**ARTICLE 3
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

Objectives and Purposes. GPCI is a nonprofit public benefit entity and is not organized for the private gain of any person. It is organized in accordance with the California Nonprofit Public Benefit Corporation Law exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code(IRC).

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of GPCI shall be to strengthen the nonprofit and public

sectors' ability to serve their constituents through the provision of services that promote the growth and development of ethical and qualified grant professionals. GPCI's mission is to provide a nationally recognized credential to proficient grant professionals who possess the education, experience, professional development and community involvement necessary for a Grant Professional Certified (GPC) credential.

ARTICLE 4 RELATIONSHIP TO AND ADMINISTRATIVE INDEPENDENCE FROM OTHER ORGANIZATIONS

SECTION 1. RELATIONSHIP WITH GPA

GPCI is an affiliate organization of the Grant Professionals Association (GPA). GPCI, in executing its duties shall, at all times, maintain the ethical standards and mission promulgated by GPA.

GPCI shall be administered independently of GPA in all matters pertaining to certification. The GPCI Board of Directors has the authority to enter into contracts with appropriate agencies for the purpose of designing, testing and administering the certification exam. All policy decisions relating to certification matters are the sole decision of GPCI and are not subject to approval by GPA or any other organization.

All financial matters related to the operation of the certification component of GPCI shall be segregated from GPA. The certification component of GPCI shall set its own budget, maintain an accounting of its funds and not issue funds to the professional association except for purposes of certification research and development and maintenance of a reserve fund.

GPCI shall enter into grant and contractual arrangements publish documents and disseminate information independently from GPA.

GPCI shall be solely responsible for examination content and construction, item-writing and exam administration and for the establishment of all individual qualifications for certification.

GPCI will have sole authority to set scores required to successfully demonstrate competency through certification.

GPCI shall establish and maintain a process for candidate appeals of scores. However, GPA may share in this process.

GPCI shall be solely responsible for establishing rules of procedure, agenda and frequency of meetings.

GPCI and GPA shall enter into a mutually acceptable Affiliation Agreement. Such Affiliation Agreement and any subsequent amendments, alterations or termination thereto must be approved by a two-thirds majority vote of GPCI's Board of Directors.

The foregoing provisions of Article 4 may only be altered, amended or repealed by a two-thirds majority vote of the Board of Directors.

SECTION 2. TESTING AND ADMINISTRATIVE SERVICES

The Board may enter into a contract with a testing agency for the development and administration of the certification examination. The board may also enter into one or more contracts for administrative services.

SECTION 3. OTHER CONTRACTS

The Board may authorize any officer or officers, agent or agents of GPCI, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of GPCI and such authority may be general or confined to specific instances.

ARTICLE 5 DIRECTORS

SECTION 1. NUMBER

The corporation shall have from nine (9) to thirteen (13) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw or by repeal of this Bylaw and adoption of a new Bylaw by a two-thirds majority vote of the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in the State of California.

SECTION 3. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

The GPCI Board of Directors is solely responsible for all essential decisions related to the development, administration, scoring, and ongoing maintenance of the certification programs. While the Board may delegate ongoing program operations to employees, and/or consultants, as needed, these areas of policy level decision-making responsibility may not be subcontracted to any other organization or entity. The certification decisions for which the Board is responsible include:

- *Upholding the established mission and principles of the GPCI certification programs;*
- *Establishing the policies for granting certification;*
- *Establishing the policies for maintaining certification;*
- *Establishing policies for suspending or withdrawing certification, including the oversight of all disciplinary investigations and actions related to GPCI certificates;*
- *Developing, maintaining, administering, and scoring the certification examinations in consultation with a qualified testing consultant/qualified psychometrician and in a manner consistent with generally accepted psychometric practices to ensure that the examinations are both valid and reliable;*

- *Exercising fiduciary oversight to ensure the effective management of the certification program operations within the approved budget and financial policies;*
- *Providing oversight of qualified personnel;*
- *Providing oversight to examination development and other committees;*
- *Attending Board meetings and serving on committees and/or in roles as requested by the Board President;*
- *Monitoring, reviewing, and revising policies, procedures and corresponding materials related to the certification programs; and*
- *Reviewing and/or approving certification examination detailed test plans, pass/fail standards, appeal dispositions, and other essential certification decisions based on determinations/recommendations from testing experts and/or committees.*

It shall also be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Approve the selection of an individual to fulfill the responsibilities of GPCI's chief staff position; evaluate formally the performance of its chief staff member; and assent to, require or initiate the dismissal of its chief staff member;
- (d) Set policies relative to the credentialing process and program; ensuring conformity to National Commission for Certifying Agencies (NCCA) standards, all policies to be reviewed every three to five years;
- (e) Make all decisions regarding all aspects of the certification program, including but not limited to eligibility standards, and development, administration and scoring of the assessment instrument.
- (f) Meet at such times and places as required by these Bylaws;
- (g) Register their addresses with the Secretary of the corporation: and
- (h) Notices of meetings shall be mailed, sent electronically or by facsimile equipment to all directors at their addresses and shall be considered as valid notices.

SECTION 5. TERM OF OFFICE

- (a) **Nominating and Elections** To provide future effective leadership of GPCI and to achieve a high-quality Board of Directors with appropriate representation and diversity and to be as transparent and democratic as possible the nomination process will be assigned to the Nominating Committee. Elections shall be conducted by written or electronic ballot or at GPCI meetings, provided they take place within three months prior to the beginning of each calendar year, in accordance with policies and procedures established by the GPCI or, if there are none, by the parliamentary authority.

(b) Election and Term of Office. The term of office of each elected Director of GPCI shall be three (3) years or until his/her successor is elected pursuant to Sections 5(c) and (d) below. Terms shall be limited to two, subsequent, three-year terms. Terms shall be staggered so that approximately one third of the Directors are elected each year.

Directors shall be elected by the Board of Directors at a regularly scheduled meeting, unless a special meeting is called. Voting for the election of directors shall be by written or electronic ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

A Director may serve on the Board no longer than eight (8) consecutive years. The total of eight (8) years may result from a combination of election for one or more standard three (3) year terms plus any additional years in which a one (1) or two (2) year partial terms are served. Regardless of how the total consecutive years are attained, the Director cannot run for re-election beyond eight (8) years or must resign at the end of eight (8) years. A Director who has served on the Board for six (6) to eight (8) years is eligible for election to the Board after an interval of one (1) year. Members who serve on the Board for less than six (6) consecutive years and either chose not to run or were not re-elected, may serve again after one (1) year off of the Board.

(c) Board Representation. The Board of GPCI shall constitute no fewer than nine members who are active grant professionals and members in good standing of GPA, all of whom holds GPC certification. In addition, at least one member shall be a member of the public with stated interest in the organization and the profession of grant development. The provisions of this Section 5(b) may only be altered, amended or repealed by a two-thirds majority vote of the Board of Directors. The Executive Director of GPA and the Psychometrician may serve as a non-voting member of the GPCI Board of Directors beyond the minimum of thirteen voting members.

(d) Vacancies. Vacancies on the Board of Directors shall be filled by majority vote of the Board of Directors, in accordance with Article 5, Section 5 and Article 5 Section 15 of these bylaws.

SECTION 6. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. RESTRICTION REGARDING INTERESTED DIRECTORS

Persons serving on the Board may not be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, 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.

(c) No board member shall be involved in any test preparation training related to GPC certification, this includes being compensated for said training or providing it pro bono. The exception to this restriction is the “sneak a peek” session presented at the annual conference and/or through online webinar formats.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 9. REGULAR MEETINGS

(a) The Board of Directors shall meet at least four times each year. The Board of Directors shall establish specific times for those meetings.

(b) At the discretion of the Board, meetings may be conducted in person or by telephone or similar communications equipment, so long as all participating directors can effectively communicate with one another.

(c) Board members are required to attend all regularly scheduled meetings of the board. Any board member who misses three consecutive meetings is considered to have resigned from the board, unless the board finds that extenuating circumstances constitute a valid excuse for missing three consecutive meetings.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of California to call special meetings of the Board. Such meetings shall be held at the principal office of GPCI or, if different, using communication equipment that allows all participating Directors to effectively communicate with one another.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.

(b) Special Meetings. At least one week prior, notice shall be given by the Secretary or President of GPCI to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine within 24 hours, or by electronic mail and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of

this corporation under provisions of the Articles of Incorporation, these Bylaws, or the laws of the state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any board member.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

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 is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or, if no such person has been so designated or, in his or her absence, by the Vice President of the Board, or, if no such person has been so designated or, in his or her absence, by the Treasurer of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the current Roberts' Rules of Order Newly Revised, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign effective upon giving written notice to the President of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. 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 Office of the Attorney General or other appropriate agency of the State of California.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of California.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to

fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, Employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, 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 Section 5238(a) of the California Corporations Code.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly apply to the court in which such proceeding is or was pending to determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the court 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 this Section of the Bylaws in defending any proceeding covered by this section shall be advanced by the corporation before the final disposition of such proceeding on receipt of an undertaking by or on behalf of the agent to repay such amounts if it shall be determined ultimately that the agent is not entitled to be indemnified by the corporation for those expenses.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, Employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

SECTION 19. NO MEMBERS

This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law of California. The corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and

obligations as the Board finds appropriate.

SECTION 20. NO DISCRIMINATION

GPCI adheres to principles of fairness and due process and endorses the principles of equal opportunity. GPCI does not and shall not discriminate or deny opportunity to anyone on the basis of race, color, creed, age, gender, national origin, religion, disability, marital status, parental status, ancestry, sexual orientation, political persuasion, military discharge status, geographic location, socioeconomic status, or any other status protected by applicable law. GPCI is committed to providing an inclusive and welcoming environment for all.

SECTION 21. CONFLICT OF INTEREST

All Board members are required to sign a conflict of Interest document annually and update same as necessary during the course of the year.

ARTICLE 6 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have one or more other Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any qualified person as provided for in these bylaws may serve as an officer of this corporation. In so much he/she has served a minimum of one year on the GPCI board.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors annually, and each officer may hold office in accordance with terms set forth in Article 5, Section 5(b)

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of GPCI. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors and when possible by a Director who has a minimum of one years service on the Board. In the event of a vacancy in any office other than that of President,

such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, these Bylaws or GPCI board resolution, he or she shall, in the name of GPCI, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.

SECTION 8. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, these Bylaws or board resolution, or as may be prescribed by the Board of Directors.

SECTION 9. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation;

Appoint a designee to record minutes of board meetings; and

Exhibit at all reasonable times to any director of GPCI, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF TREASURER

The Treasurer shall, in accordance with the GPCI Policies and Procedures Manual:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore;

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

Perform all other duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 11. COMPENSATION

Officers shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 7 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of the officers and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law. All decisions made by the executive committee must be ratified by the full board of directors at their next meeting.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes

of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have standing committees and other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

2.1. STANDING COMMITTEES

The Chair shall, subject to approval of the board, appoint the standing committees which includes but not limited to the Governance Committee.

Each may have such sub-committees as they, from time-to-time, require to maintain their charges and responsibilities. The selection, composition and duties of which shall be specified in the GPCI policies and procedures manual.

2.2. AD HOC COMMITTEES

Additional committees may be created and appointed by the president with the consent of the board of directors as needed for special purposes, the selection, composition and duties of which shall be specified in the GPCI policies and procedures manual.

2.3 COMMISSIONS, ADVISORY BODIES AND NON-BOARD COMMITTEES

Unless otherwise provided in these bylaws; commissions, advisory bodies or non-board committees (not having or exercising the authority of the Board of Directors) may be designated or created by the Board of Directors. A commission, advisory body, or non-board committee may or may not have directors as members. Subject to powers vested by the Board of Directors; commissions, advisory bodies and non-board committees may not act on behalf of the GPCI or bind it to any actions.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize

any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be approved by the Treasurer and/or by the President of the corporation. The Board of Directors can designate GPA or other staff to act as the financial agent for the corporation, but the Treasurer and/or the President, must review the ledger which outlines the corporate expenditures monthly.

The President or other staff has the discretion to authorize expenditures using the GPCI credit card up to \$2,000 for GPCI related business. Amounts beyond this limit require prior board approval.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of GPCI any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 9 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of GPCI/GPA, at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 10 IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of GPCI shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of GPCI shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, 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 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of California.

ARTICLE 11 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the Directors of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law or as set forth below, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors. If any provision of these Bylaws requires the vote of a larger proportion of the Board of Directors than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

ARTICLE 12 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of California and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

The undersigned is the President and Acting Secretary of this corporation and do herein resolve that the Board of Directors consented to, and, adopted the foregoing Bylaws, consisting of 14 pages, as the Bylaws of this corporation.

Originally Adopted 01/03/2004; Revised: 12/01/2008;
Reviewed with no modifications: 10/27/2010;
Ratified by the Board of Directors on: 05/09/2012;
Revised by the Board of Directors on: 2/12/2014, 8/21/2014, 1/7/2016, 2/2/2017, 08/02/2018



David Lindeman, Secretary