

BYLAWS OF PEOPLES COLLEGE OF LAW



Section 1. NAME AND PURPOSE

1.1 The name of this Corporation shall be THE GUILD LAW SCHOOL. The Corporation shall be known and do business under the fictitious name of THE PEOPLES COLLEGE OF LAW (hereinafter called "the Corporation") in the conduct of all its business.

1.2 The purpose of this Corporation shall be set forth in its Articles of Incorporation as said Articles may be amended from time to time.

Section 2. OFFICES

2.1 The principal office for the transaction of this business of the Corporation is fixed and located at 660 South Bonnie Brae Street, Los Angeles, California 90057.

2.2 At any time, or from time to time, the Community Board may change the location of the principal office of the Corporation from one location to another within the State of California.

Section 3. MEMBERSHIP

3.1 The corporation shall be a membership corporation.

3.2 There shall be no membership certificates issued by the Corporation.

3.3 Membership in the Corporation is non-transferrable and non-assignable. Any attempts by a Member to transfer or assign such Membership shall be null and void for all purposes.

3.4 Any Member of the Corporation shall cease to be such a Member in the event of his/her death, resignation or removal by the Community Board and all the rights and privileges appurtenant to such Membership shall immediately terminate without written notice thereof

3.5 There shall be five (5) classes of Members of this Corporation:

1. Student Members
2. Faculty Members
3. Alumni Members
4. Community Board Members
5. Ex-Officio Officer Members
6. Current Employees of the Corporation

An individual may only qualify under one category at a time.

Section 4. QUALIFICATION FOR MEMBERSHIP

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4.1 Each person desiring to become a Member of this Corporation shall first qualify therefor pursuant to the rules for qualification of Members of one of the (5) five classes of Members as those rules are hereinafter set forth.

4.11 Qualifications of Student Members: A person shall qualify as a Student Member provided that s/he is:

- a. A registered Student (on a quarter or semester basis) of the Corporation;
- b. In good standing pursuant to the rules of the Corporation, and;
- c. Enrolled in a course program which, when completed, will qualify the student for any of the degrees offered by the Corporation.
- d. Performs at least 40 hours of accountability work as a member of one of the standing committees or as directed by the Community Board.

Any person who fails to maintain good standing pursuant to the student rules, as those rules are promulgated with amendments, to all students, shall automatically terminate his/her Membership, and all rights and privileges appurtenant thereto shall terminate without written notice thereof. If a student withdraws, for whatever reason, that person will remain a student for the balance of that quarter/semester and will not be considered a Student Member until re-registration.

Upon completion of the first year of study, a student shall retain Membership provided that the student registers for each consecutive first year law student examination. If a student fails to register and take the first year law students exam and/or meet the accountability requirements for exam repeaters, that person shall cease to be a Student Member. However, a person who loses Membership in this manner will regain Student Membership upon meeting these requirements mentioned above.

4.12 Qualifications of Faculty Members: The Faculty Members of this Corporation shall:

- a. Be persons appointed by the Community Board to teach regularly scheduled classes at the Corporation; or,
- b. have taught a class within the last two prior years and meet the minimum standards set forth in 4.2(a) 4.2(b).

4.13 Qualifications for Alumni Members: Any Alumni in good standing who:

a. Has contributed (10) hours per year of accountability work; and or contributed financially annually in an amount to be determined by the community board; and,

b. Has met the minimum standards set below in 4.2(a) and 4.2(b), may be designated by the Community Board as an Alumni Member.

4.14 Qualifications of Community Board Members: Any Community Board Member during the term of Community Board service shall be a Member of the Corporation.

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4.15 Qualifications of former officers of the community board: Any former officer of the prior years who has complied with the minimum standards set forth in 4.2(a), and 4.2(b) may be designated by the Community Board as an Ex-Officio Officer Member of the Corporation.

4.2 Minimum Standards For Application: The following are the minimum standards which must be met before the Community Board will consider an application for Membership.

a. The applicant shall be in good financial standing in the Corporation. This requirement will be deemed satisfied if the applicant either owes no money then due to the Corporation, or, if the Applicant is performing in compliance with a payment schedule approved by the Corporation.

b. Application for membership shall be acted upon at any regularly scheduled meeting.

Applications must be submitted to the Community Board one month prior to the Community Board acting on the application.

Upon receipt of an application, the Community Board shall first refer such application to the appropriate committee for verification of the applicant's compliance with the membership qualifications set fourth in these bylaws.

Upon verification of such compliance, the community board may act in full discretion to determine if the applicant can contribute to the general welfare and development of the corporation; and, if the applicant is not a member of any other class of members of this corporation, then the applicant may be designated by the community board as a qualified member of the corporation.

Section 5. LIABILITY OF MEMBERS

5.1 No person who is now or who later becomes a Member of this Corporation shall be personally liable to the creditors of the Corporation for any indebtedness or liability. Creditors of this Corporation shall look to the assets of the Corporation for payment.

5.2 No member of this Corporation shall be liable for dues or assessments. Registration fees, tuition and amounts charged in lieu of accountability hours shall not constitute dues or assessments.

Section 6. VOTING RIGHTS OF MEMBERS

6.1 All student Members shall be voting Members of this Corporation and except as provided for elsewhere in these bylaws, they alone shall have the power to elect any and all Student Representatives of the Community Board and to remove any or all Student Representatives of the Community Board (excepting Student Representatives who must be removed by Student Members of the Corporation as provided in Section 6.1) in accordance with

procedures hereinafter set forth.

6.2 All Members of the Corporation, except as provided for elsewhere in these bylaws, shall have the power to elect and remove any or all Members of this Community Board (excepting Student Representatives as provided in Section 6.1) and the Officers of this Corporation which they have elected in accordance with procedures hereinafter set forth.

6.3 All Members shall have all of the powers granted to stockholders of a Corporation by the laws of the State of California in addition to all powers expressly required by these bylaws.

Section 7. MEMBERSHIP MEETINGS

7.1 The twice yearly meeting of the Members of this Corporation shall be held on the first Sunday in November of each year at 4:00 PM, at the principal office of the Corporation, and on the first Sunday in April of each year at 4:00 PM. The Community Board may change the time, date or place of the twice yearly Membership Meeting with sufficient notice not less than fourteen (14) days prior to the date of such proposed meeting.

7.2 Special meetings of the Members of this Corporation may be called at any time by:

1. By a written request delivered to the Community Board and signed by any (8) eight Community Board Members; or,

2. By written notice signed by (33-1/3%) thirty-three and one-third percent of the Members of the Corporation. Written notice of the date, time and place of said special meeting of the Members shall be given not less than fourteen (14) days prior to the date of said proposed special meeting.

7.3 Business transacted at any meeting of the Members of this Corporation, however called, and with or without notice, shall be valid as though transacted at a meeting duly noticed and held if a quorum is present and each of the voting Members not present at such meeting executes written waiver of notice or consent, or a ratification of the actions taken at said meeting, as reflected by the Minutes of the meeting, all in writing. Waivers, consents or approvals shall be filed with the Corporate Records and made a part of the Minutes of each meeting.

7.4 The twice yearly Membership Meeting and any Special Meeting of the Membership of this Corporation shall not be convened nor shall any business be transacted at said meeting until such time as a quorum is present consisting of not less than (33%) thirty-three percent of the total Membership, inclusive of all classes of Members, are present.

7.5 For all meetings of the membership of this corporation, the community board shall appoint a credentials committee. The committee shall obtain from the secretary, a list of members in good standing and shall issue credentials to those members in good standing requesting them. Credentials will be required to vote at

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a membership meeting. Delinquent members will be allowed to make up any arrears or otherwise qualify at time of registration with the credentials committee. Members of the corporation found not in good standing will not be issued credentials.

Section 8. COMMUNITY BOARD

8.1 Subject to the limitations of the Articles of Incorporation, other Sections of the Bylaws and of California Law, all corporate powers of the Corporation shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Community Board. Without limitation thereof, the Community Board shall have the following powers:

(a). To conduct, manage and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws; to change the principal office of the Corporation from one location to another as provided in Section 1 hereof; to fix and locate, from time to time, (1) one or more subsidiary offices of the Corporation within or without the State of California, as provided in Section 1 hereof; to designate any place, with or without the State of California for the holding of any Membership Meeting or meetings, except the bi-annual Meeting of Members; and to adopt, make and use a Corporate Seal.

(b). To incur indebtedness for the purposes of the Corporation and for that purpose cause to be executed and delivered in the Corporate Name, Promissory Notes, Bonds, Debentures, Deeds of Trust, Mortgages, Pledges, Hypothecation or other evidence of debt as security.

8.2 The Community Board shall be a 15- member Body composed of (6) six Student Members, nominated and elected by the Student Membership, and (9) nine other persons who shall be persons other than Student Members, including Alumni Members, Faculty Members and persons in the community who are not Alumni Members nor Members of the Corporation with demonstrated commitment to the goals and purposes of P.C.L. (i.e. progressive social change advocates), and nominated and elected by Members of the Corporation.

8.3 The five (5) officer position are:

- (a). Chair;
- (b). Vice Chair;
- (c). Secretary;
- (d). Treasurer; and,
- (e). Delegate at Large.

8.31 The Chair shall be a duly elected member of the Community Board. The Chair shall be nominated and elected by the Community Board after elections.

8.32 The Secretary shall be a duly elected Member of the Community Board. The Secretary shall be nominated and elected by the Community Board after elections.

8.33 The Treasurer shall be a duly elected member of the

Community Board. The Treasurer shall be nominated and elected by the Community Board after elections.

8.34 In the event that an Officer resigns or becomes disqualified, a special election will take place within (4) four weeks to fill the vacancy.

8.35 The Community Board shall meet at a time and place as established by the Community Board at its first meeting following the election of its Members. Said first meeting shall be held pursuant to Notice or Waiver of Notice. Subsequent meetings, if held at a regular scheduled time and place, shall require no further notice to Community Board Members. In the event that the time and place of said regular Community Board meeting is changed, notice of such change shall be given to each Community Board Member.

8.4 The Community Board shall meet monthly. This however, does not prevent the Community Board from holding special meetings if needed.

8.5 The Community Board shall not conduct business unless there is present at any regular or special meeting, at least forty percent (40%) of the Community Board Members then seated on the Community Board.

8.6 Special Meetings of the Community Board of the Corporation for any purpose or purposes, may be called at any time by the concurrences of eight (8) Community Board Members. Written Notice shall be given not less than (72) seventy two hours prior to the time scheduled for said meeting on the Corporation premises and a good faith effort be made by the staff to reach all Community Board Members.

8.7 In case of an emergency, the majority of the Community Board Members in concurrence, can call an emergency meeting with sufficient notice.

8.8 The transactions of any special or emergency meeting of the Community Board of this corporation, however, called and noticed, shall be as valid as though the meeting had been held after regular call and notice in the event a quorum is present, and if, either before or after the meeting, each of the Community Board Members not present, executes a written Waiver of Notice of the Meeting. All said Waivers of Notice, Consents or Approvals shall be filed with the Corporate Records and be made a part of the Minutes of the meeting.

8.9 The resignation of any Community Board Member shall be made in writing.

8.10 No Member of the Community Board shall be entitled to a fee or fees, or any other form of compensation for services rendered in their capacity as Community Board Members.

8.11 Officers may meet as needed to expedite the day to day business of the Corporation.

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Section 9. ELECTION OF COMMUNITY BOARD MEMBERS AND OFFICERS

9.1 There shall be 15 available seats on the Community Board. Seated members of the Community Board are defined as those Voting Members as provided by the Bylaws. A position in the Community Board will remain unfilled until a person is elected to the Community Board.

9.2 Open nominations shall be held during the month of October. Nominations will not be accepted after the last day of October.

b. Notice of nominations must be sent to all members at his or her last known address not less than fifteen (15) days prior to the month of October.

c. Each nominee must submit a 1/2 page 8 1/2 x 11 statement regarding, who they are and why they want to serve on the PCL community board.

d. Two weeks prior to election, the above documents will be made available to any member of the Corporation for their inspection at PCL.

e. Election of Community Board Members shall take place at the regularly scheduled November meeting of the Community Board, but in no case shall take place later than the last day of November of each year. The polls shall remain open for four (4) hours on election day.

9.3 a. Voting shall be by secret ballot either by mail or in person at the Corporation and shall not be cumulative.

b. Upon written request to the Secretary, proxy ballot authorizations will be allowed. The proxy authorization form will be presented to the election committee and upon verification, a proxy ballot will be issued to the holder of the proxy.

9.4 a. A person may be a candidate for only one Community Board position per election.

b. Each candidate shall be afforded an opportunity to have a reasonable number of observers who are corporation members present throughout the election procedure, including the tally of ballots.

9.5 All terms of office shall expire upon election of the subsequent Community Board.

9.6 The Community Board shall appoint an Election Committee to supervise any regular or special election as needed.

a. The committee shall consist of not less than three (3) members, and if a larger committee is required, it shall contain an odd number of members. Its members shall be selected and it shall meet a reasonable time before the commencement of the nomination procedure.

b. No member of the committee may be an incumbent of nor candidate for the office for which the election is being conducted.

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c. The secretary shall furnish to the Election Committee the names and addresses of all members and an indication as to whether or not they are members in good standing.

d. (1) The election Committee shall prepare ballots. The offices will be indicated on the ballot. Write-in candidates are not allowed. The Committee will post in the election area a list of all the candidates for each office.

(a) Notices of election shall be mailed to each member of the corporation at his or her last known address not less than (10) ten days prior to the election.

(b) The notice shall specify the positions to be filled in the election, the date, time, and place of the election. The notice also must provide instructions for absentee ballots.

(2) The Committee also will provide for sealed ballot boxes in which members may deposit the ballots. Each ballot box will be under the personal supervision of a member of the Election Committee. The committee will make appropriate arrangements to insure that each voter votes secret ballot, such as, for example, individual booths, enclosures or areas which provide such privacy to each voter while voting.

(3) members who are unable to attend the election polls, upon timely written request to the Election Committee, shall be furnished ballots and properly marked envelopes in which to return their ballots to the Election Committee. If timely returned, the absentee ballots shall be opened and counted with the remainder of the ballots.

e. At the conclusion of the balloting, the Election Committee shall tally the total ballots cast, the ballots challenged, the ballots voided, the number of valid ballots cast for each candidate and the total number of valid ballots cast. The Election Committee shall prepare a written report and inform the members of the Corporation of the results as soon as possible.

f. All election-related documents (including those pertaining to nominations and the minutes of any meetings) must be sealed, given to the secretary and preserved for one year after the election.

9.7 Students in good standing shall vote for Student Representatives. All Members of the Corporation in good standing may vote for Non-Student Members.

9.8 Election Protests and Appeals

a. Any affected member may protest the manner in which an election was conducted. All protests consisting of challenges to the eligibility of a member of this corporation to vote or to the eligibility of a candidate or candidate or protest to any other conduct which occurred during an election shall be made by complaint in writing to the respective election committee. Such protests must be made to the committee prior to, during or within ten (10) days after the election.

b. The committee shall consider and/or investigate the

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complaint and attempt to resolve the protest(s) or to render a decision within ten (10) days after receipt of the complaint.

c. All appeals must set forth the exact nature and specifications of the complaint and how the alleged infraction(s) affected the outcome of the election. If the Election Committee orders that an election be rerun, any adversely affected incumbent board member may appeal this order in the manner prescribed above.

d. All elected board members and officers shall assume their duties and responsibilities after their respective elections, regardless of whether the election has been protested. They will remain in their respective office until their terms expire or until newly elected board members are elected as a result of an ordered rerun election or a decision on a complaint or appeal by an election committee or Community Board.

e. After a decision by the election committee or in absence of such a decision, the complainant may elevate the complaint by appeal to the Community Board at the next regularly scheduled meeting of the Board. There is no further appeal.

f. If it is found that no violation has occurred which did not affect the outcome of the election, the appeal shall be dismissed. If it is found that a violation has occurred which may have affected the outcome of the election, a new election shall be ordered to be conducted by an outside party chosen by the Community Board.

Section 10. RECALL/RESIGNATION OF COMMUNITY BOARD MEMBERS AND OFFICERS

10.1 A seated Member of the Community Board may be recalled by a referendum conducted at P.C.L. This process shall be set into motion by a petition to hold such a referendum. Such a petition must include pertinent information and reasons for recalling the seated Member in question.

10.2 A petition to recall a Student Member of the Community Board may be originated by any Student Member of the Corporation in good standing. This petition must bear the signatures of Student Members of the Corporation in good standing and must consist of no less than (33 1/3%) thirty-three and one-third percent of the total number of votes cast at the election in which the Student Member of the Board in question was elected.

10.3 A petition to recall a Non-Student Member of the Board may be originated by any Member of the Corporation in good standing. This petition must bear the signatures of Members of the Corporation in good standing and must consist of no less than (33 1/3%) thirty-three and one-third percent of the total number of votes cast by the Corporation Members at the election in which the Non-Student Member in question was elected.

10.4 Once the required number of signatures have been obtained in the recall petition, such petition must be presented to the Board by the originator(s) of the petition. The Community Board must then direct its Election Committee to hold the recall referendum not less than and not more than fifteen (15) calendar

days from the date such petition was presented to the Board

10.5 The recall referendum must be conducted by the Election Committee after giving sufficient notice of such referendum to the members of the Corporation for at least (5) five days prior to the referendum. Such notice shall consist of, to a minimum, an entry in the minutes of the Community Board at the time the petition is presented; announcements in each class; written notice in the mailboxes of those Members in good standing in the Corporation; posting written notice on the main bulletin boards; and any other means considered appropriate or necessary by the Elections Committee.

The Elections Committee shall distribute a written statement, upon request, in defense of the person recalled.

10.51 The referendum to recall a Student Member of the Corporation will have passed where there is a (66 2/3%) sixty-six and two-thirds vote of recall approval by the voting Student Members of the Corporation in good standing.

10.52 The referendum to recall a Non-Student Member of the Corporation will have passed where there is a (66 2/3%) sixty-six and two-thirds percent vote of recall approval by the voting members of the Corporation in good standing.

10.53 In no way shall the recall process conflict with the Corporations Code of California.

10.6 Upon passage of the referendum, the Community Board shall be notified of this result at the next scheduled meeting of the Board and the Board shall then direct the Elections Committee to take the necessary actions to fill the vacancy created.

10.71 Any Community Board Member may resign at any time by giving written notice to the Community Board or to the Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein; and unless specified therein, the acceptance of such resignation by the Community Board shall not be necessary to make it effective.

10.72 Upon creation of a Community Board vacancy by a Member's Resignation, the Board shall then direct the Elections Committee to take the necessary actions to fill the vacancy.

10.73 Any Committee Board member who has accumulated three consecutive absences without notice shall be deemed to have resigned. Students who shall be taking the First Year Law Student Examination or the senior bar are exempt from attendance at Community Board Meetings for the six weeks immediately preceding the examination.

Section 11. DUTIES OF COMMUNITY BOARD OFFICERS

11.1. The Chair shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have

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general supervision, direction and control of the business and affairs of the Corporation. The chair shall preside at all meetings of the Membership and of the Board, and shall have the general powers and duties usually vested in the office of President of a Corporation. In addition, the Chair shall have the right to assign members of the board to any standing committee that is misrepresented and is not functioning properly as a result thereof.

11.2. The Vice-Chair shall serve as an assistant to the Chair and, as necessary, function as a substitute Chair in carrying out all of the above mentioned duties. In addition, and as needed, the Vice-Chair will participate in and help to insure diverse committees successful carrying out of responsibilities.

11.3. The Secretary shall keep, or cause to be kept, a Book of Minutes at the principal office or such other place as the Board may order, of all meetings of the Board with time and place of holding, whether regular or special, and if special, indicating the authority by which notice was given, the names of those who were present at the Community Board Meetings, the number of Members present at Membership meetings and the proceedings thereof.

11.31 It shall be the responsibility of the Secretary to maintain up-to date public records of elected representatives attendance at the Community Board Meetings.

11.32 The Secretary shall keep, or cause to be kept in the principal office, a membership register showing the names of the Members and their addresses; the date said Membership was established and the date and reason for the termination of such Membership. The Secretary shall give, or cause to be given, notice of all the Bylaws or Bylaws to be given, to keep the Seal of the Corporation and affix said Seal to all documents requiring the Seal and shall have such other powers and perform such other duties as may be prescribed by the Community Board or the Bylaws. The secretary shall keep and maintain a list (including phone numbers) of all PCL members in good standing

11.4 The Treasurer shall receive and keep all of the funds of the Corporation and pay them out only on check of the Corporation, signed in the a manner authorized by the Board. The Treasurershall prepare any and all financial reports required by the Community Board or the Bylaws.

11.5 The Delegate-at-Large shall primarily assist with the communication of Officer meeting directives and activities to Non-Officer Members of the Board, in addition to conveying the decisions and developments of the Board to the Members of the Corporation.

Section 12 CORPORATE RECORDS AND REPORTS - INSPECTION

12.1 The Corporation shall maintain adequate and correct accounts, books, and records, of its business and property. All such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Community Board from time to time.

12.2 All books and records provided for in Sections 3003-3005

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of the Corporations Code of California shall be open to inspection of the Community Board Members and the general Membership from time to time and in the manner provided in said Sections.

12.3 The original, or copy, of these Bylaws, as amended from time to time or otherwise altered to date, which have been certified by the Secretary of the Corporation, shall be open to inspection by the Membership of the Corporation, as provided in Section 502 of the Corporations Code of California.

12.4 All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolutions of the Community Board.

12.5 The Community Board as in the Bylaws otherwise provided, may authorize any Officer or Officers, Member or Members, agent or agents, to enter into a contract or execute any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, Agent, Member 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 for any purpose or in any amount.

12.6 The Community Board shall cause annual reports to be made to the Membership as provided in sections 30006-3012 of the Corporations Code of California. The Board shall cause such annual reports to be posted on the official bulletin boards of the Corporation no later than (120) one hundred-twenty days after the close of the fiscal or calendar year for which the report is prepared.

Section 13. STANDING COMMITTEES

13.1 The Corporation shall have and maintain (5) five regular and standing committees as follows:

1. Admissions/Recruitment;
2. Faculty Curriculum;
3. Finance/Fundraising
4. Building/Library and Accountability

Each member of the community board except faculty shall serve as a member on at least one standing committee.

An Elections Committee shall be created by the Board as needed, and the Community Board may appoint other committees on an Ad Hoc basis.

13.11 No committee shall be comprised of less than (3) three members/persons.

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13.12 A member of any committee, whether standing or Ad Hoc, shall be accountable to the Community Board.

13.2 All active members of a committee can vote. To qualify as a voting member of a committee, the member must attend (3) three consecutive meetings of the committee.

13.3 In addition to voting eligibility rules as provided in Section 13.2, the following rule shall apply to the Admissions Committee only:

a. The minimum number of interviewers of an applicant shall be (2) two;

b. The maximum number of interviewers of an applicant shall be (3) three;

c. The admissions committee including the interviewers may recommend the acceptance/rejection of an applicant to the board. If rejected by the Community Board, the applicant shall be notified in writing of the reasons for the rejection and may appeal to the Community Board for a hearing to reconsider the Community Board's decision and at the hearing may speak directly to the Community Board or through a representative.

Section 14 AMENDMENT

14.1 Amendments or revision of the bylaws may be made by no less than 2/3 majority vote at a general membership meeting. The Community Board may make revisions and amendments to the bylaws by no less than 2/3 vote of the Community Board members then seated. Any such amendments and revisions made by the Community Board shall take immediate effect but will be subject to ratification by the General Membership at the next General Membership Meeting

14.3 Whenever an amendment or a new Bylaw is adopted, it shall be copied in the Book of Bylaws with the original Bylaws, in the appropriate place. If any Bylaw is repealed or amended, the fact, of said repeal or amendment with the date of the meeting at which the amendment or repeal was enacted, or written assent was filed, shall be appropriately noted on said Book of Bylaws

Section 15 ANNUAL REPORTS

The Community Board shall caused to be issued an Annual Report of the financial status of the Corporation, in the manner and time as provided in Sections 3006-30012 of the Corporations Code of California. In any event, the Board shall cause to be posted on the official bulletin boards such annual reports as required by said Code Sections, but in no event, more than (120) one hundred-twenty days after the close of the fiscal year of the Corporation.

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Section 16. DISCIPLINARY PROCEDURES - OTHER THAN ACADEMIC

16.1 The following procedure shall be followed to discipline Members of the Corporation for other than academic disqualification and for the following grounds:

a. Engaging in acts of physical violence against any Member of the Corporation;

b. Engaging in any act or behavior, whether negligent or intentional, which endangers the P.C.L. Corporate entity or subjects said Corporate Entity to any legal liability or censure by any governmental or licensing body;

c. Engaging in acts, whether negligent or intentional which bring about harm to, or loss of any of P.C.L.'s Corporate Assets, be they chattels, real property or, of an intangible nature.

16.11 The procedure to be followed includes:

a. Written notice to the Community Board of the specific charge(s) to be investigated;

b. An Ad Hoc Investigatory Committee will give written notice to the accused Member and based on a finding of sufficient cause, determine whether a hearing should ensue and tender its written recommendation to the Community Board;

c. Upon the Community Board's approval or disapproval of the Ad Hoc Investigatory Committee recommendation, said Board decision will be communicated, in writing, to the accused Member;

d. In the event said Board decision calls for a Hearing Panel Action, notice of the subsequent hearing date will be communicated in writing to the accused Member;

e. A Hearing Panel determination of the facts and determination of disciplinary action to be taken will ultimately be reviewed by the Community Board; the Hearing Panel outcome and the ultimate Community Board decision will be communicated in writing to the accused Member;

f. The final decision of the Community Board will be binding.

16.12 The accused Member shall have the assistance of counsel of the Member's choosing.

16.13 The accused Member shall have the opportunity to call witnesses on the Member's behalf and to examine adverse witnesses.

16.2 A written notice of the charges is to be presented to the Community Board by the adverse witness(es) within (90) ninety days of the date of the alleged violation(s).

16.21 The Community Board shall decide within thirty days of receipt of said written notice of charge(s) to accept or deny the charge(s) as presented.

16.22 Upon acceptance of the charge(s) in the written notice, an Ad Hoc Investigatory Committee shall be appointed by the Board and shall consist of:

- a. (1) One Faculty Member;
- b. (1) One Student Member; and
- c. (1) Member other than a Student or Faculty Member.

16.23 Ad Hoc Investigatory Committee Members will not, other than during a defined investigatory process, discuss with any of the adverse parties the issue(s) prompting the disciplinary procedure.

16.24 Upon appointment, an Ad Hoc Investigatory Committee will have (15) fifteen days in which to give notice to the accused Member; and to carry out its function and report in writing its findings to the Community Board its recommendation as to whether sufficient cause exists for implementing a Hearing Process.

16.25 The Community Board is empowered to approve or disapprove the Ad Hoc Investigatory Committee recommendation.

16.3 The Community Board will establish both the appointment of a Hearing Panel, and the time and place of the hearing.

16.31 A Hearing Panel will consist of:

- a. (2) Two Faculty Members; (should be Faculty Members of the Corporation be unable to attend because of time constraints, the Board will solicit and approve appointments of practicing attorneys as substitutes);
- b. (1) One Student Member; and
- c. (2) Two Members other than Faculty or Student Members.

In addition, a prosecuting attorney will be appointed, who shall be a Faculty Member of (2) two semesters or more at P. C. L. This individual will not take part in the decision making process.

16.33 The Community Board shall serve to all interested parties a Notice of Charge(s), along with any provisional orders determined by the Board and pending the hearing on the merits, at least (10) ten days prior to the date of the hearing. Said Notice of Hearing shall include the hour, day and place of the Hearing, plus the names, addresses and telephone numbers of the Hearing Panel Members (along with a copy of the rules of the Committee of Bar Examiners Section 185.11, if applicable).

16.34 The Community Board may grant a maximum of (3) three continuances to each opposing counsel, each continuance not to exceed (7) seven calendar days.

16.35 Any time limitation with these disciplinary procedures may be extended or shortened at the discretion of the Board and upon written petition of any interested party so as to do justice between the parties involved in any disciplinary proceeding.

16.4 The Hearing Panel Shall:

16.41 In the event of finding that a Member of the Corporation may have initiated violence upon and against another Member of the Corporation, recommend a provisional remedy that the accused Member be barred from attending any meeting within the Corporation except classes to which the accused Member is then registered to attend or provide instruction to. Upon written notice to the Board of such violence, the Board may at its discretion, affirm, reduce or eliminate the sanction.

16.42 As necessary, recommend said sanction and any ensuing provisional remedies, including full or partial suspension and expulsion. An accused Member of the Corporation and his counsel, have the right to be present at any Board Meeting adopting a provisional remedy as described in Sections 16.41 and 16.42.

16.43 Conduct the Hearing in accordance with the rules of Administrative Law in California and render a binding decision over any Member of the Corporation accused of a disciplinary violation.

16.44 Insure that, while rules of evidence will not be strictly applied, evidentiary procedure shall be consistent with that used in the resolution of serious issues in administrative hearings. Hearsay evidence will be admissible however, a decision of the Hearing Panel will not be totally based on hearsay.

16.45 Hear testimony from all parties in interest and memorialize by tape the proceedings of the hearing. The original tape shall be delivered to the Secretary of the Corporation for safekeeping.

16.46 Control the order of the Hearing as well as impose restrictions on unruly and aversive conduct during the Hearing.

16.47 Hear the facts presented at the Hearing and prepare a written statement of facts and findings, along with its decisions for disciplinary sanctions no later than (15) fifteen days after the Hearing.

16.5 Written Notice of the final outcome will be distributed within (7) seven calendar days to all parties in interest by the Community Board.

16.51 The Community Board shall hear any appeal made within (21) twenty-one days of receiving written notice of the final outcome. The Board may review all findings of fact and the determination of these findings by the Hearing Panel. The decision of the Hearing Panel may be overturned by a clear abuse of discretion. An accused Member of the Corporation and his counsel have the right to be present at the Community Board's consideration of the accused Member's appeal.

16.6 The Community Board is the final decision making body in cases of disciplinary proceedings.

Section 17. CORPORATE SEAL

17.1 The Corporation Seal shall be circular in form, and shall have inscribed thereon the name of the Corporation, the date of incorporation and the word "California".

KNOW ALL PERSONS BY THESE PRESENTS;

That we, the undersigned, being all of the Community Board Members of the Corporation, hereby assent to the foregoing Bylaws and adopt the same as the Bylaws of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this day of _____, 1993.

RATIFIED MAY 22, 2017

Sharon Kyle

SHARON KYLE

Gloria Perez-Stewart

Gloria Perez-Stewart

John Cromshaw

JOHN CROMSHAW

A. K. A.

Anna K. Hankins

Paula Solomon

Paula Solomon

Hani

Daniel Diaz

Ita Spiro

ITA SPIRO

M. Madren

Magda Madren

Hector Penes

Hector Penes

R. Alexiantz

Raffi Alexiantz

RATIFIED: MAY 22, 2017

**AMENDMENT RE TIME OF ELECTIONS
OF MEMBERS OF COMMUNITY BOARD**

ADOPTED MAY 22, 2017

- Section 9.2 is amended to read as follows: “Open nominations shall be held during the month of April. Nominations will not be accepted after the last day of April.”
- Section 9.2.b is amended to read as follows: “Notice of nominations must be sent to all members at his or her last known address not less than fifteen {15} days prior to the month of April.”
- Section 9.2.e is amended to read as follows: “Election of Community Board Members shall take place at the regularly scheduled May meeting of the Community Board, but in no case shall take place later than the last day of May, of each year. The polls shall remain open for four (4) hours on election day.

**PEOPLES COLLEGE OF LAW
AMENDMENT TO BYLAWS
RE GRADUATING STUDENTS AS COMMUNITY MEMBERS
PASSED AT COMMUNITY BOARD MEETING OF APRIL 27, 2017
AND AT MEMBERSHIP MEETING OF NOVEMBER 5, 2017**

That Section 4.11 of the PCL bylaws be amended to add the following section: 4.11 e – Regardless of any other provision of these bylaws, when a student graduates from Peoples College of Law, the student remains a Community Member for one year immediately following the graduation date, and during the year she or he shall not be required to meet any of the requirements of Sections 4.2, 4.2 a, or 4.2 b in order to remain a Community Member during that one year period.

That Section 8.2 of the bylaws be amended to add the following at the end of the section: “Regardless of the above provisions of this section 8.2, a Student Member of the Community Board who graduates shall remain a member of the Community Board until the member is replaced in a subsequent election, even if that results in the Boar having fewer than six Student Members.

AMENDMENT RE INDEMNIFICATION

Adopted by Community Board March 19, 2018 Ratified by General Membership April 7, 2019

Section 5.3 of the Bylaws is hereby amended to read:

“Section 5.3: To the extent permitted by California Insurance Code section 533 and the cases interpreting it, interpreted as if the Corporation were an insurer, the Corporation shall indemnify all members of the Corporation, and all officers, directors, faculty, volunteers and employees of the Corporation, from any and all liability for any conduct, act or omission taken in their capacities as members, officers, directors, faculty volunteers or employees of the Corporation, as the case may be. This indemnification shall extend to all persons who are not members, officers, directors, faculty, volunteers or employees of the Corporation at the time of the indemnification, but who were members, officers, directors, faculty, volunteers or employees of the Corporation at the time of the conduct, act or omission for which they are to be indemnified or for which they seek indemnification. However, if the indemnification is to reimburse expenditures made on behalf of PCL, the expenditures must have been pre-approved by the Chair, the Chair’s designee, or the Board.”

AMENDMENT RE SPECIAL MEETINGS OF THE COMMUNITY BOARD

Adopted by General Membership April 7, 2019

“Section 8.6 of the bylaws is hereby amended to read: ‘Special Meetings of the Community Board of the Corporation for any purpose or purposes, may be called at any time by the concurrences of a majority of the Community Board Members. Written Notice shall be given not less than (72) seventy two hours prior to the time scheduled for said meeting on the Corporation premises and a good faith effort be made by the staff to reach all Community Members.’”

AMENDMENT RE COMMITTEES

Approved by Community Board January 19, 2019 Ratified by General Membership April 7, 2019

Section 13.1 of the Bylaws is amended such that its list of standing committees shall read as follows:

- 1 Admissions/Recruitment
- 2 Faculty Curriculum
- 3 Development and Fundraising
- 4 Finance
- 5 Building/ Library/Accountability

Section 13.1 of the Bylaws is amended so that its second full paragraph, the next-to-last one, reads in full as follows:

An Elections Committee shall be created by the Board as needed, and by motion the Board may appoint other standing and ad hoc committees as it deems appropriate.

AMENDMENT RE DATE OF BOARD ELECTIONS

Approved by Community Board January 19, 2019 Ratified by General Membership April 7, 2019

- Section 9.2 of the Bylaws is amended to read as follows: “Open nominations shall be held during the month of March. Nominations will not be accepted after the last day of March.”
- Section 9.2.b of the Bylaws is amended to read as follows: “Notice of nominations must be sent to all members at his or her last known address not less than fifteen {15} days prior to the month of March.”
- Section 9.2.e of the bylaws is amended to read as follows: “Election of Community Board Members shall take place on the fourth Thursday of April of each year. The polls shall remain open for a minimum of four (4) hours on election day.”

AMENDMENT RE COMMUNITY BOARD ELECTION OF APRIL 2019

Approved by Community Board March 19, 2019 Ratified by General Membership April 7, 2019

The following schedule will apply to the 2019 annual election of Community Board members, not to any other election. That schedule and this amendment will apply to the 2019 annual election only, not any other election.

March 20, 2019	Notice of Election Process and Call for Nominations to be sent out
April 10, 2019, 6:00 p.m.	Deadline to submit Nominations
April 17, 2019, 6:00 p.m.	Deadline for candidates to submit Candidate Statements
April 17, 2019	Candidate Statements will be posted at PCL
April 19, 2019	Notice of Election and Ballots to be sent out
April 30, 2019, 7:00 p.m.	Deadline to submit ballots
April 30, 2019, 7:01 p.m.	Election at PCL

**AMENDMENT RE (1) ADDITIONAL CLASS OF
COMMUNITY MEMBERS (MEMBERS OF THE CORPORATION)
AND (2) APPLICATIONS FOR MEMBERSHIP**

Adopted by Community Board May 19, 2019

Sections 3.5 and 4.2 of the Bylaws are amended to read in its entirety as set forth below, and a new Section 4.16 of the Bylaws is added, to read as set forth below.

Section 3.5 There shall be seven (7) classes of Members of this Corporation:

1. Student members
2. Faculty Members
3. Alumni Members
4. Community Board Members
5. Ex-Officio Officer Members
6. Current Employees of the Corporation
7. At Large Members

An individual may only qualify under one category at a time.

Section 4.2:

Applications for membership must be submitted at least one month prior to the Community Board acting on the application. Application may be in writing or may be orally at a board or membership meeting, and there need not be a quorum at the board or membership meeting where application is submitted.

Section 4.16 Qualifications of At Large Members: A person shall qualify as an At Large Member if all of the following conditions are met:

- a. The person has demonstrated a commitment to the goals and purposes of PCL (i.e. progressive social change advocates), as determined in the sole discretion of the Community Board by its vote under Subsection c. below;
- b. The person has submitted to the Community Board an application for membership (the application may be submitted to the Administrator or any Board member);
- c. The Board, after receiving the application, elects the person to be a Community Member upon a vote of two thirds of the sitting members of the Board.

AMENDMENT: DEAN IS OFFICER

The Dean of Peoples College of Law (PCL) is an officer of the Peoples College of Law corporation.

PCL's interpretation is that the Dean's status as officer is declarative of the previous and existing intent of PCL and the bylaws. In the event it is held by any court or tribunal not to be declarative of previous or existing intent, it shall nevertheless be the case that the Dean is an officer of PCL on and after the date of adoption of this bylaw.