



AMENDED BYLAWS

OF THE

UNITED IRISH CULTURAL CENTER INCORPORATED

(Adopted and Made Effective as of December 12, 2017)

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AMENDED: JULY, 10, 2010;
JUNE 2016,
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DECEMBER 12, 2017.

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OF THE
UNITED IRISH CULTURAL CENTER INCORPORATED

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**BYLAWS
OF THE
UNITED IRISH CULTURAL CENTER INCORPORATED**

ARTICLE I

NAME

The name of the Corporation is United Irish Cultural Center Incorporated (Hereafter “UICC”)

ARTICLE II

OFFICES

Section 2.1 Principal Offices

The principal office for the transaction of the business of the UICC may be established at any place or places within or without the State of California by resolution of the Board.

Section 2.2. Other Offices

The Board may at any time establish a branch or subordinate office of the UICC at any place or places where the UICC is qualified to transact business.

ARTICLE III

PURPOSES

Section 3.1 General Purposes

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

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Section 3.2 Specific Purposes

The specific purposes of the UICC include the purposes set forth in its Articles of Incorporation as follows: “[T]o celebrate and promote Irish culture and heritage for the benefit of the community as a whole and to carry on charitable and educational activities associated with this purpose as allowed by law, and within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (hereafter “the Code”), and as long as that purpose is qualified under Internal Revenue Code Section 170 (b)(1)(A)(v).”

ARTICLE IV

LIMITATIONS

Section 4.1 Political Activities

The UICC has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the UICC shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities

The UICC shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The UICC may not carry on any activity for the profit of its Officers, Directors, or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the UICC to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

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ARTICLE V

DEDICATION OF ASSETS

Section 5.1 Property Dedicated To Nonprofit Purposes

The property of the UICC is irrevocably dedicated to the exempt purposes stated in the UICC's Articles of Incorporation and as are restated in Article 3 of these Bylaws. No part of the net income or assets of the UICC shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the UICC is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 of these Bylaws.

Section 5.2 Distribution of Assets Upon Dissolution

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

ARTICLE VI

MEMBERSHIPS

Section 6.1 Voting Members Within the Meaning of Section 5056 of the California Nonprofit Corporations Law

The UICC shall have the following members within the meaning of Section 5056 of the California Nonprofit Corporation Law:

Section 6.1.1 - Eligibility For Voting Membership under Section 6.1

To be eligible for membership within the meaning of Section 5056 of the California Nonprofit Corporation Law, the prospective member shall be either a native of Ireland (32 counties) or be able to trace his or her

ancestry to Ireland through either of his or her parents, or through his or her spouse or his or her spouse's parents, and shall expressly support the stated public purpose of the UICC as set out in its Articles of Incorporation and in Section 3.2 of these Bylaws. All such members must be approved by the UICC, and the burden of proving eligibility shall be upon the prospective member.

Section 6.1.2 – Dues of Voting Members

Members' payment of annual dues is required to keep a member in good standing (hereinafter "Active Member"). An Active Member will have the following membership privileges: the right to vote and the right to discounts at the UICC. Amount and method of collection of dues will be determined by the Board of Directors. Members who are delinquent with their dues will have all membership privileges suspended until the then-current year's membership dues are paid in full.

Section 6.1.3. Classifications of Voting Members

There shall be three (3) classes of members in the UICC within the meaning of Section 5056 of the California Nonprofit Corporation Law as follows: (i) Charter Members, (ii) Charter Transfer Members, and (iii) Non-Charter Members.

Section 6.1.4 - Charter Members and Charter Transfer Members

The Charter Members of the UICC shall consist of those members who originally joined and were given membership numbers 1 thru 3000. Charter Transfer Members are members whose membership was transferred to them by a Charter Member. Only Charter or Charter Transfer Memberships may be transferable as follows.

Section 6.1.4.1 - Transfer Of Charter or Charter Transfer Memberships

Every Charter Member or Charter Transfer Member shall have the right to transfer his or her membership, provided that the new Charter Member shall meet the admission requirements of the UICC under

Section 6.1.1 and qualify as an “Active Member” in the same manner as any other new Member under Section 6.1.2 of these Bylaws.

Section 6.1.5 Non-Charter Memberships

Non-Charter Members are members who meet the qualifications of Section 6.1.1 and were given membership numbers 3001 and above.

Section 6.2 - Non-Voting Associate or Other Designated Members

The Board may adopt policies and procedures for the admission of members other than those members defined in Section 6.1 above. Such other members shall have no voting rights in the UICC. Such other members permitted under this Section 6.2 are not “members” of the UICC as defined in Section 5056 of the California Nonprofit Corporation Law. Minimally, the UICC shall have the following classifications of non-voting memberships:

Section 6.2.1 – Classification of Non-Voting Memberships

There shall be at least two (2) classifications of members who are not “members” of the UICC as defined in Section 5056 of the California Nonprofit Corporation Law and who shall have no voting rights in the business or affairs of the UICC as follows: (i) Associate Members and (ii) Honorary Members.

Section 6.2.2 –Associate Members

Associate Members shall consist of those persons who are not able to demonstrate that they be either a native of Ireland (32 counties) or be able to trace his or her ancestry to Ireland through either of his or her parents, or through his or her spouse or his or her spouse’s parents. Individual Associate Members shall be non-voting members, and shall be charged an annual fee, with the amount and method of collection to be determined annually by the Board of Directors, and shall expressly support the stated public purpose of the UICC as set out in its Articles of Incorporation and in Section 3.2 of these Bylaws. Associate Members may be given access to discounts at the UICC as determined by the Board.

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Section 6.2.3 - Honorary Membership

Each year the Board of Directors will review nominated persons for approval of Honorary Members in recognition of his/her service to the causes of the UICC or Community. Any member may nominate a candidate in person or writing to the Board for consideration. Each Honorary Membership will be granted and shall be subject to a fixed termination date established by the Board.

Section 6.3 - Expulsion Of Members

Any member of the UICC may be expelled by the affirmative vote of a majority of the Board of Directors voting at a regular or special meeting of the Board called for that purpose, for conduct, which the Board shall find inimical to the best interests of the UICC. The membership of any such person and all rights pertaining to his or her membership shall terminate immediately upon expulsion.

Section 6.4 - Documentation

All memberships shall be documented and recorded by such policies and procedures that the Board of Directors shall define, establish, manage and direct.

ARTICLE VII

BOARD OF DIRECTORS

Section 7.1 - Management of the UICC's Business by Board.

Subject to the provisions of applicable law or any limitations in the Articles of Incorporation or these Bylaws, the UICC's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors of the UICC.

Section 7.2 - Number and Qualifications of Directors.

The Board of Directors shall consist of at least nine (9) but no more than seventeen (17) directors, unless the minimum number or maximum number of directors of this range is changed by a duly adopted amendment to these

Bylaws. The exact number of directors shall be fixed by resolution of the Board within these limits. The UICC's Board of Directors shall be comprised of a minimum of seventy-five percent (75%) current Active Members in good standing as defined in section 6.1 of these Bylaws.

A director shall not: (a) engage in any activity that is directly contrary to the interests of the UICC; or (b) engage in the misrepresentation of the UICC and its policies to outside third parties, either willfully, or on a repeated basis; or (c) be disruptive or unprofessional during three (3) or more Board meetings or exhibit behavior that is deemed to be detrimental to the function of the Board meeting, (d) violate any other qualification or requirement for Board service that has been adopted by resolution of the Board of Directors prior to the commencement of that director's term of office, if that director was notified of such qualification or requirement at the commencement of his or her term of office.

Section 7.3 - Restriction on Interested Persons as Directors.

No more than forty-nine (49%) of the persons serving on the Board of Directors may be "interested persons". An "interested person" is (a) any person compensated by the UICC for services rendered to it currently or within the previous 12 months, whether as full-time or part-time employee, independent contractor, or otherwise (excluding any reasonable compensation paid to a director for services in his or her capacity as a director of the UICC or for reimbursement of out of pocket expenses reasonably incurred by the director in his or her capacity as a director on the UICC's behalf) and (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 such a person.

Section 7.4 – Fees and Compensation of Directors.

Directors shall receive no compensation for their services to the UICC as directors, but may receive reimbursement for their ordinary out of pocket expenses incurred in the performance of their Directorial duties on behalf of the UICC and only in reasonable amounts that are approved by the Board of Directors. Nothing in this section shall preclude any Director from serving the UICC in any other capacity and receiving compensation for such other service, subject to the limitations contained in applicable state and federal law and these Bylaws – and including but not limited to the maximum

number of interested persons who may serve on the Board as set forth in Section 7.3 of these Bylaws– and in accordance with the UICC’s conflict of interest and ethics policies and procedures. Directors of the UICC may not be compensated for rendering services to the UICC in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be interested persons, as defined in Section 7.3 of these Bylaws.

Section 7.5 – Directors’ Term of Office; Election of Successors

After the adoption of these Bylaws, the Board shall follow the procedure referred to in section 7.7 to select an initial Board. This procedure shall specify the initial terms such that roughly one third (1/3) of the Directors serve for one year, roughly one third (1/3) for two years and roughly one third (1/3) for three years. Thereafter, the term of office of each Director shall be three (3) years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. A Director may be elected to no more than two (2) consecutive three year terms. No Director shall serve more than six (6) consecutive years as a Director. Each Director serving a six consecutive years – or two full consecutive three-year terms of office – may requalify to serve as a Director of the UICC after a one-year absence from service as a Director of the UICC.

Section 7.6 - Nominations

The Nominating Committee shall nominate qualified candidates for election to the Board at least forty-five (45) days before the date of any election of Directors. Other procedural methods for nominating candidates may be established by resolution of the Board. All nominees shall be announced at a meeting of the Active Members one month prior to the election of Directors, or in a way set by resolution of the Board.

Section 7.7 - Election of Directors.

After adopting these Bylaws, the Board shall, by resolution, adopt a procedure for selecting the initial Board to govern under these Bylaws. This

procedure shall include a determination of the exact number of Directors as specified in Section 7.2.

Thereafter, unless provided otherwise in these Bylaws or by resolution of the Board, Directors shall be selected from among a slate presented at a member's meeting one month prior to the election of directors. The election of Directors shall be by written ballot of the Active Members in good standing, as defined in Section 6.1 of these Bylaws, or by other procedural methods established by resolution of the Board.

Section 7.8 – Vacancies

Section 7.8.1 – Events Causing Vacancy

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

Section 7.8.2 – Removal of Directors

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by a final court order, convicted of a felony, found by a final order or judgment of any court to have breached a duty under the California Corporation Law or applicable California Statutes and Rules, as may be amended. The Board may by resolution declare vacant the office of a Director who has failed to attend three (3) consecutive Board meetings without just cause. The Board may, by a majority of the Directors who meet all of the qualifications to be a Director set forth in Section 7.2, declare vacant the office of a Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office. The Board may by a majority vote of the Board constituting a quorum of the Board at any regular or specially-called meeting of the Board of Directors, remove a Director for cause; meaning: (i) fraud, deceit or misrepresentation against the interests of the UICC, (ii) inappropriate conduct as a Board member on behalf of the UICC, or (iii) the death or disability of the Director or inability of the Director to fulfill the functions or duties of a member of the Board of Directors of the

UICC; or (iv) the failure or refusal of a Director who is an Active Member under Article 6.1 to maintain Active Membership in the UICC. A Director of the Board may be removed as a director of the Board without cause by a 2/3rds vote of the quorum of the Board of Directors at a regularly scheduled meeting or specially-called meeting of the Board of Directors of the UICC.

Section 7.8.3 – No Removal on Reduction of Number of 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 unless the reduction also provides for removal of that specified Director in accordance with these Bylaws and the California Nonprofit Corporation Law.

Section 7.8.4 – Resignations

Except as provided in this Section 7.8.4, any Director may resign effective upon giving written notice to the Board President, or the Board Secretary or the Board of Directors, unless the Director's written notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. If the Director's written resignation notice fails to specify a time for when it shall become effective, such resignation shall be deemed effective immediately upon its delivery to the UICC. Except upon notice to the Attorney General of the State of California, no Director may resign if his or her resignation would result in the UICC being left without a duly elected director or directors in charge of its affairs.

Section 7.8.5 – Filling Vacancies on the Board

A vacancy on the Board shall exist when any authorized position of director is not filled by a duly elected or chosen director, whether caused by death, resignation, removal, increase in the authorized number of directors, or otherwise. Unless otherwise provided in the Articles of Incorporation or these Bylaws, vacancies on the Board may be filled by approval of the Board, or if the number of directors then in office is less than a quorum, by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a

meeting held pursuant to a notice or waiver of notice, or (c) a sole remaining director.

Section 7.9 - Regular Meetings of the Board.

The Board shall hold at least four (4) regular meetings during the fiscal year. After each annual meeting of the Active Members, the Board shall promptly convene for the purpose of election of Officers and transaction of other business. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution. Regular meetings of the Board may be held without notice if the time and place of the meetings are scheduled by Board Resolution at the commencement of each fiscal year of the UICC.

Section 7.10 – Special Meetings of the Board.

Special meetings of the Board for any purpose may be called at any time by the Board President or any Vice President, the Board Secretary or any two Directors. Notice of the time and place of special meetings shall be given to each Director by the procedure specified in 7.11.1. Such notice shall specify the purpose of the meeting.

Section 7.11 – Notices of Meetings

Section 7.11.1 – Manner of Giving Notice

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted in Section 7.9), notice of the time, place of all regular and special meetings shall be given to each Director by one of the following methods: (i) personal delivery of oral or written notice; (ii) first-class mail, postage-paid, (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (iv) facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept such notices in this manner. All such notices shall be given or sent to the Directors’ address, phone number, facsimile number or e-mail address as shown on the records of the UICC. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar

or schedule that sets forth the date, time and place of more than one regular meeting.

Section 7.11.2 – Content of Notice.

The notice shall state the time and place of the meeting, except that if the meeting is scheduled to be held at the principal office of the UICC, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required elsewhere in these Bylaws.

Section 7.12 – Place of Board Meetings.

Regular and Special Meetings of the Board may be held at any place within or outside the State of California that has been designated in the notice of the meeting, or, if not stated in the notice, or if there is no notice, designated by a resolution of the Board. If the place of a regular meeting or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the UICC.

Section 7.12.1 – Meetings by Telephone, or Similar Communication Equipment.

Any Board meeting may be held by conference telephone, video screen communication, internet communication, electronic streaming equipment or other communications equipment permitted by the California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

- (i) Each director or officer participating in the meeting can communicate concurrently with all other meeting participants.
- (ii) Each director or officer attending the meeting is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken.

All such Directors shall be deemed to be present in person at such meeting.

Section 7.13 – Quorum & Action of the Board

Section 7.13.1 – Quorum

A majority of the number of directors then in office shall constitute a quorum for the transaction of any business, except adjournment as provided as Section 7.15 of these Bylaws.

Section 7.13.2 – Minimum Vote Requirements for Valid Board Action

Every action taken or decision made by a majority of the directors present at a duly convened meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the UICC's Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law, including without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7.13.3 – When a Greater Vote is Required for Valid Board Action.

The following actions shall require a vote by a majority of all Directors then in office in order to be effective: (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 7.3 (provided the vote of any interested Director(s) is not counted); (ii) the creation of, and appointment to, Committees (but not advisory committees) as described in Section 9.1; (iii) Removal of a Director with cause as described in Section 7.8.2; and (iv) Indemnification of Directors as described in Article X of these Bylaws.

Section 7.14 – Waiver of Notices

The transactions of any meeting of the Board, however, called and noticed or whenever held, shall be as valid as though taken at a meeting held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. A director who votes to approve the minutes of a meeting of which he or she was not notified thereby waives notice. A director who attends a meeting and does not protest the lack of notice to him or her at the start of the meeting thereby waives notice. A notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors who waive notice cannot later challenge actions taken at a Board meeting solely because they did not receive proper notice. Directors' written waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the UICC as contained on the records of the UICC as of the date of the protest, or by facsimile addressed to the facsimile number of the UICC as contained on the records of the UICC as of the date of the protest.

Section 7.15 – Adjourned Meetings

A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned Board meeting need not be given unless the original Board meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given before the time of the adjourned Board meeting to the Directors who were not present at the time of the adjournment.

Section 7.16 – Conduct of Meetings

Meetings of the Board shall be presided over by the President of the UICC, if the President is absent, by the Vice President (if any) or, in the absence of each of these persons, by a chairperson of the meeting, chosen by

a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the Board meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provision of law applicable to the UICC.

Section 7.17 – Action Without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all Board members, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board taken at a Board meeting. For purposes of this Section 7.17, only “all members of the Board” shall not include any “interested Director” as defined in section 5233 of the California Nonprofit Corporation law. Such written consents shall be filed with the minutes of the proceedings of the Board. Written consents may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or other reasonable method satisfactory to the President.

Section 7.18 – Non-Liability of Directors

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

ARTICLE VIII

OFFICERS

Section 8.1 – Officers of the UICC

The officers of the UICC shall be a President, a Secretary, a Treasurer and a Vice President. The Officers of the UICC shall be chosen from among Directors of the UICC. The Board of Directors shall have the powers to designate additional Officers who need not be Directors of the UICC, with such duties, powers, titles, and privileges as the Board may fix, including such Officers as may be appointed in accordance with Section 8.6.5 of these Bylaws. Any number of offices may be held by the same person, except the Secretary, and the Treasurer may not serve concurrently as the President.

Section 8.2 – Election of Officers

The Officers, excepting Officers appointed in accordance with section 8.6.5 of these Bylaws shall be elected by the Board at the first meeting of the Board of Directors of the UICC after the election of Directors for a term of one (1) year, and each shall serve at the discretion of the Board until his or her successor shall be elected or his or her earlier resignation or removal.

Section 8.3 – Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the UICC, or (ii) by an officer upon whom such power of removal may be conferred by the Board.

Section 8.4 – Resignation of Officers

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

Section 8.5 – Vacancies In Offices

A vacancy in office because of the death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Section 8.6.5 of these Bylaws, such vacancy shall be filled temporarily by appointment by the President, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first, and the position can only be filled by action of the Board.

Section 8.6 – Responsibilities of Officers

Section 8.6.1 – President

The President of the UICC (the “President”) shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed in these Bylaws. If no other person is designated as the Executive Director, the President shall, in addition, be the Executive Director and shall have the powers and duties prescribed in Section 8.7 of these Bylaws.

Section 8.6.2 – Vice-President

The Vice-President of the UICC (the “Vice-President”) shall, in the absence or disability of the President, perform the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 8.6.3 – Secretary of the UICC

The Secretary of the UICC (the “Secretary”) shall attend to the following:

- (i) **Bylaws:** The Secretary shall certify and keep or cause to be kept at the principal office of the UICC, the original or a copy of these Bylaws as amended to date;
- (ii) **Minute Book:** The Secretary shall keep or cause to be kept a minute book;
- (iii) **Notices:** The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws;
- (iv) **Corporate Records:** Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the Minute book;
- (v) **Corporate Seal and Other Duties:** The Secretary shall keep or cause to be kept the Corporate Seal, if any, and

shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

Section 8.6.4 – Treasurer

The Treasurer of the UICC (the “Treasurer”) shall attend to the following:

- (i) **Books of Account:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the UICC, inclusion accounts of its assets, liabilities, receipts, disbursements, gains, losses capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- (ii) **Financial Reports:** The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- (iii) **Deposit and Disbursement of Money and Valuables:** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the UICC with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the UICC as may be ordered by the Board; shall render, or cause to be rendered, to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the UICC; and shall have other powers and perform such other duties incident to the office of Treasurer as my be prescribed by the Board and these Bylaws.

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Section 8.6.5 – Additional Officers

The Board may empower the President to appoint or remove such other Officers as the business of the UICC may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

Section 8.7 – Executive Director

Subject to such supervisory powers as may be given by the Board to President, the Board may hire an Executive Director who shall be the general manager of the UICC, and subject to the control of the Board, shall supervise, direct and control the UICC's day-to-day activities, business and affairs. The Executive Director shall be empowered to hire, supervise and fire all of the employees of the UICC, under such terms and having such job responsibilities as the Executive Director shall determine in his or her sole discretion, subject to the rights, if any, of any employee under any contract of employment. The Executive Director may delegate his or her responsibilities and powers subject to the control of the Board. The Executive Director shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.8 - Officer Salaries Fixed by the Board

The Salaries of Officers, if any, shall be fixed from time to time by resolution of the Board or by the person or Committee to whom the Board has delegated this function. No Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director, provided however, that such compensation paid to a Director, for serving as an Officer shall only be allowed if permitted under the provisions of Section 7.4 of these Bylaws and the conflict of interest avoidance provisions of these Bylaws governing "interested persons". In all cases, any salaries and employment benefits received by any Officers shall be reasonable and given in return for services actually rendered for the UICC which relate to the performance of the public benefit purposes of the UICC. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation or as Officer.

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Section 8.8.1 – Fairness of Compensation.

The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties or responsibilities comparable to the President, Chief Executive Officer, Treasurer, or Chief Financial Officer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

Section 8.8.2 – Board Approval of Officer Compensation

The Board of Directors must pre-approve the amount of all compensation for officers of the UICC. Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the UICC to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the UICC, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the UICC to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances. The Board shall also set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which such Officer Compensation decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

Section 8.9 - Vacancies in Offices.

A vacancy in any elected office of an elected Officer of the UICC, because of death, resignation, removal, disqualification, or any other cause, if not filled in accordance with Section 8.5 above, shall be filled by the Executive Committee subject to confirmation by the Board at its next meeting.

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ARTICLE IX

COMMITTEES OF THE BOARD

Section 9.1 - Creation and Powers of Board Committees.

Unless provided otherwise by these Bylaws or laws applicable to the UICC, the Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors to serve at the pleasure of the Board. Appointments to Committees of the Board shall be by a majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committees, who may replace any absent member at any meeting. Persons who are not directors of the Board may serve on Board Committees only in an advisory capacity and may not vote on any action by any Board Committee. Any such committee shall have all the authority of the Board, to the extent provided in these Bylaws or Board Resolution or as required by applicable law, except that no committee may:

- (i) Approve or take any action on any matter that violates the California Nonprofit Corporation Law or other applicable laws or regulations or for which the California Nonprofit Corporation Law also requires the approval of a majority of the members of the Active Members of the UICC or a majority of the Board of Directors; or
- (ii) Fill vacancies on the Board or on any committee of the Board; or
- (iii) Fix compensation of the Directors serving on the Board or on any committee of the Board; or
- (iv) Amend or repeal the Bylaws or adopt new Bylaws; or
- (v) Amend or repeal any resolution of the Board which by its express terms is not so amenable or repealable; or
- (vi) Create or appoint any other committees of the Board or appoint any members to any committees of the Board; or

- (vii) Expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (viii) Approve any contract or transaction between the UICC and any one or more of its Directors or between the UICC and any entity in which one or more of its Directors has a material financial interest.

Section 9.2 - Standing Committees.

Each Standing Committee of the Board shall be composed of, but not limited to, two or more directors. The Board shall designate the Chair and Vice Chair and members of each Standing Committee. The majority of the membership of the Finance, Audit and Nominating Committees shall be directors. Each member shall be appointed to serve a term of one year and may be re-appointed. The Standing Committees of the Board shall be:

Section 9.2.1 – Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Director, if any, shall be a non-voting member. The Executive Committee shall meet as necessary to carry out its duties. The Executive Committee shall act in place of the Board in between regular meetings, when immediate action is required, and shall report on any action taken at the next Board meeting. When a decision can be deferred until the next Board meeting, the Executive Committee will not act on the matter. No Executive Committee meeting shall be held in lieu of a regular Board meeting, unless agreed to by a majority of the Directors. The Executive Committee may also initiate new issues for recommendation to the Board on its own volition. The Executive Committee shall be vested with all the powers of the Board when the Board is not in session, other than those powers enumerated in California Corporations Code Section 5212(a)(1)-(8).

Section 9.2.2 – Finance Committee

The Finance Committee shall be comprised of the Treasurer and at least one other Director appointed by the Board. The Finance Committee shall review and recommend to the Board fiscal plans, budgets, investment guidelines and financial proposals. Annual financial statements shall be prepared using generally accepted accounting principles. Without limiting the foregoing, the Finance Committee shall also act as financial adviser to the

Board in all financial affairs of the UICC, including but not limited to; overseeing the preparation of the annual operating budget, considering and making recommendation on matters of financial interest with respect to which the Board may request its consideration and action, recommending the adoption of policies for financial management practices, and long-range financial planning. The Finance Committee may include members of the Audit Committee, subject to the requirements set forth in Section 9.2.4, and assuming that each is also a director of the UICC.

Section 9.2.3 – Nominating Committee

The Nominating Committee shall be comprised of not less than two (2) Directors of the Board and 2 Active Members appointed by the Board at the Board meeting immediately following the meeting at which officers are elected. In addition to any other duties which may be assigned to it by the Board, at least forty-five (45) days prior to the annual meeting of Active Members, the Nominating Committee shall file with the Secretary its recommendations for new directors and for members of the UICC’s Council of Advisors.

Section 9.2.4 – Audit Committee

In any fiscal year in which the UICC receives or accrues gross revenues of two million dollars (\$2,000,000.00) or more (excluding grants from, and contracts for services with, governmental entities for which governmental entity requires an accounting of the funds received), the Board shall: (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the internal Revenue Service Form 990 is required to be made available; and (iii) appoint the Audit Committee.

The Audit Committee shall be comprised of not less than two (2) Directors appointed by the Board. The Audit Committee shall not include paid or unpaid staff or employees of the UICC, and specifically exclude its staff, members or employees, the President or Chief Executive Officer or the Treasurer or Chief Financial Officer (if any). If there is a Finance Committee, members of the Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the Chairperson of the

Audit Committee shall not be a member of the Finance Committee. Subject to the supervision of the Board, the Audit Committee shall:

- (i) Make recommendations to the Board on the hiring and firing of the CPA; and
- (ii) Confer with the CPA to satisfy Audit Committee members that the financial affairs of the UICC are in order; and
- (iii) Approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and

If requested by the Board, negotiate the CPA's compensation on behalf of the Board.

Section 9.3 – Meetings and Action of Board Committees.

Meetings and actions of Committees of the Board shall be governed by, held and taken under the provision of these Bylaws concerning meetings and other Board action, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution, or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws and all applicable laws and regulations. If the Board has no adopted rules, the committee may do such provided that such rules comply with these Bylaws and all applicable laws and regulations.

Section 9.4 – Advisory Committees

The Board of Directors may establish by resolution one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members unless provided otherwise by these Bylaws. All actions and recommendation of any advisory committee shall require ratification by the Board of Directors before being given effect. The UICC shall have a standing Advisory Committee of the UICC – denominated Council of Advisors - as provided in Section 9.4.1 below.

Section 9.4.1 - Council of Advisors.

The Council of Advisors shall be comprised of people appointed by the Board to a term of two (2) years. The Council shall annually evaluate the activities, effectiveness and structure of the UICC and shall present its findings in an annual written report to the Board. The Board may assign by resolution, such other or different duties and powers of the Council of Advisors as it deems appropriate. The Council of Advisor's officers shall be a Chair and Vice Chair elected annually from and by the Board. The President of the Board shall be a member of the Council of Advisors. The Council of Advisors shall meet at least once annually.

Section 9.5 – Quorum Rules for Board Committees

A majority of the committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

ARTICLE X

INDEMNIFICATION AND INSURANCE

Section 10.1 - Indemnification.

To the fullest extent permitted by law, the UICC shall indemnify its directors, officers, employees, and other persons described in California Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the UICC, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall

have the same meaning as in that section of the California Corporations Code.

On written request to the Board by any person seeking indemnification under California Corporations Code section 5238(b) or 5238(c), the Board shall promptly decide under California Corporations section 5238(d) whether the applicable standard of conduct set forth in the California Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board 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 these Bylaws in defending any proceeding covered by those Sections shall be advanced by the UICC before final disposition of the proceeding, on receipt by the UICC of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the UICC for these expenses.

The foregoing right of indemnification shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any Bylaws, agreement, vote of disinterested directors or otherwise, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 10.2 – Insurance

The UICC shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liabilities asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from such officer’s director’s employee’s, or agent’s status as such.

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ARTICLE XI

CONFLICTS OF INTEREST

Section 11.1 – Definition of Conflict of Interest

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence the UICC’s policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Mere service on the Board of, or membership in, another not-for-profit corporation does not, without more, constitute a conflict of interest.

Section 11.2 – Mandatory Disclosure of Conflicts of Interest

A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. A Director or officer who has or learns about a potential conflict of interest shall disclose promptly to the Secretary of the UICC the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the UICC. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into. The Secretary of the UICC shall distribute annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the UICC and whether the process for approval set forth in Section 11.3 was used.

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Section 11.3 – Board Pre- Approval of Contracts and Transactions Involving Potential Conflict of Interest and Interested Persons Is Required

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which it first determine that (i) the terms are fair and reasonable to the UICC (ii) the arrangements are consistent with the best interests of the UICC, and (iii) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of the Board of Directors in office (without counting the vote of the interested Directors), and with the knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interests in the transaction, and (iv) prior to authorizing the transaction the Board considers and in good faith determines after reasonable investigation that the UICC could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (v) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described above. Fairness includes, but is not limited to, the concepts that the UICC should pay no more than fair market value for any goods or services which the UICC receives and that the UICC should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the UICC.

Section 11.4 – Validity of Actions

No contract or other transaction between the UICC and one or more of its Directors or officers, or between the UICC and any other corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract

or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common Directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

Section 11.5 – Employee Conflicts of Interest

An employee of the UICC with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the UICC decisions which are the subject of the conflict will be determined. The President shall be responsible for determining the proper way for the UICC to handle UICC decisions which involve unresolved employee conflicts of interest. In making such determinations, the President may consult with legal counsel. The President shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the President has approved.

ARTICLE XII

EMPLOYEE COMPENSATION

Section 12.1 – Employee Reasonable Compensation

It is the policy of the UICC to pay no more than reasonable compensation for personal services rendered to the UICC by its employees. The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the president, chief executive officer, treasurer, or chief financial officer, (i) once such person is hired, (ii) upon any

extension or renewal of such person’s term of employment, and (iii) when such person’s compensation is modified (unless all employees are subject to the same general modification of compensation).

ARTICLE XIII

MISCELLANEOUS PROVISIONS

Section 13.1 - Non-Discrimination.

The UICC is committed to a policy and practice of non-discrimination on the basis of race, color, sex, marital status, sexual orientation, age, creed, religion, ancestry or national origin.

Section 13.2 – Interpretation of Bylaws.

Unless defined differently herein or unless the context requires a different meaning, terms used in these Bylaws shall have the same meaning as may be given them in the California Nonprofit Public Benefit Law, as amended from time to time. To the extent possible, these Bylaws shall be construed as supplemental to all laws applicable to the same subject matter and shall be fully complied with unless such compliance shall be illegal. Any provision of these Bylaws which is inconsistent with any applicable law shall not be complied with, but such inconsistency shall not affect the validity of any other provision of these Bylaws.

Section 13.3 - Notices

Unless otherwise expressly provided herein, any notice required or permitted to be given under these Bylaws shall be deemed effectively given when: (1) deposited in the United States mail, addressed to the recipient at his or her last address, if any, appearing on the UICC’s books and with first-class postage thereon prepaid; (2) personally delivered in writing to the recipient; (3) delivered in writing to a common carrier or (4) communicated orally, in person or by telephone or other electronic means, to the recipient or to a person at the recipient’s office who the person giving notice has reason to believe will promptly communicate it to the recipient.

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Section 13.4 – Fiscal Year

The fiscal year of the UICC shall begin January 1st of each year and end on December 31st of that year.

Section 13.5 – Prohibition on Loans to Directors and Officers

The UICC shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the UICC may advance money to a director or officer of the UICC for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the UICC.

Section 13.6 – Instruments In Writing

All checks, drafts, demands for money and notes of the UICC, and all written contracts of the UICC shall be signed by such officers, agent or agents, as the Board may from time to time designate. No officer, agent or employee of the UICC shall have power to bind the UICC by contract or otherwise unless authorized to do so by these Bylaws or by the Board.

Section 13.7 – Maintenance of Records

The UICC shall keep the following:

- (i) Adequate and correct books and records of account, including annual budget and fiscal procedures to be kept in a safe, central place accessible to Board as needed;
- (ii) Written minutes of the proceedings of its Board and committees of the Board; and
- (iii) A record of each donor's name and address; and
- (iv) A record of all fundraising activities and related financial reports that are required by applicable California law.
- (v) A copy of the UICC's application for recognition of exemption with the Internal Revenue Service.

- (vi) Copies of the past three (3) years information returns to the Internal Revenue Service.

Section 13.8 – Required Reports.

The Board shall cause an annual report to be sent to directors within 120 days after the end of the UICC’s fiscal year. That report shall contain the following information, in appropriate detail:

- (i) The assets and liabilities, including trust funds, of the UICC as of the end of the fiscal year;
- (ii) The principal changes in assets and liabilities, including trust funds;
- (iii) The UICC’s revenue or receipts, to unrestricted and restricted to particular purposes;
- (iv) The UICC’s expenses or disbursements for both general and restricted purposes;
- (v) Any information required by any provision of these Bylaws;
- (vi) An independent accountant’s report or, if none, the certificate of an authorized officer of the UICC that such statements were prepared without audit from the UICC’s books and records; and
- (vii) Other information as may be required by applicable California or Federal law.

ARTICLE XIV

ADOPTION, AMENDMENT OR REPEAL OF BYLAWS

The By-laws of the UICC may be amended or repealed by the Board of Directors.

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CERTIFICATION OF SECRETARY

I, **MICHAEL BOWLER**, certify that I am the duly elected and acting Secretary of the United Irish Cultural Center Incorporated, a California nonprofit public benefit corporation (“Corporation”); that these Bylaws consisting of 37 pages, are the Bylaws of the Corporation as adopted by the Board of Directors effective December 12, 2017; and that these Bylaws have not been amended or modified since that date.

Executed on this 12th day of December, 2017 in San Francisco, California.

DocuSigned by:

By: Michael Bowler, Secretary

MICHAEL BOWLER, Secretary of the United Irish Cultural Center Incorporated, a California Nonprofit Public Benefit Corporation, formerly The California Irish Cultural Centre, a California Nonprofit Public Benefit Corporation