BYLAWS

OF

Open Door Legal

a California public benefit corporation

Adopted 3/20/2012, Amended 7/21/2018

ARTICLE I

OFFICES

Section 1.1: Principal Office. The principal office of this Corporation shall be located in the City and County of San Francisco.

Section 1.2: Purpose: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. Such purposes include defending human and civil rights secured by law and combatting community deterioration.

ARTICLE II

MEMBERS

Section 2.1: Membership. The Corporation shall have only one class of Members.

Section 2.2: Qualifications and Rights of Members. Membership shall be available to natural persons if any of the following three criteria has been satisfied:

I. The individual is a client of the Corporation and has participated in a minimum of one consultation within one year of the most recent annual meeting.

II. The individual has paid the annual membership fee as determined by the Board of Directors, and which is subject to modification upon approval of the Members; or

III. The individual renders a service in-kind valuing an amount determined by the Board of Directors, with such amount subject to modification upon approval of the Members.
Membership shall be automatically suspended for any individual who fails to comply with the above membership requirements. Failure to meet membership fee requirements within six months after suspension will result in termination of the member.

Except as otherwise provided by statute or by these bylaws, Members shall have the power to authorize any corporate action relating to the business of the corporation by a majority of the votes cast at a General Meeting, Annual Meeting, or Special Meeting of Members. Such action shall not conflict with the authority expressly reserved for Directors or Officers of the Corporation.

Section 2.5: **Annual Meetings.** The Members shall hold an Annual Meeting at the Corporation’s principal office for the purpose of electing the Board of Directors as described in Section 4.3, approving the strategic plan, and transacting such other business as may come before the meeting. The location of the Annual Meeting may be changed upon a vote by the Members.

Section 2.6: **Special Meetings.** Special Meetings of the Members may be called by the Board of Directors, the President, or by a minimum of 5 percent of the Members. To implement such a meeting, the calling party or parties must notify the Executive Director. The Executive Director is in turn responsible for providing at least one week’s notice of the time, place, and agenda therefore to the Members. Members will be selected to participate in a special meeting based on lottery, with a minimum of 20 members asked to participate. Special Meetings shall be reserved for urgent planning matters only, including but not limited to time sensitive investment decisions and time sensitive construction planning concerns. Special Meetings of the members have concurrent authority to vote on filling vacancies in the Board of Directors. The Executive Director of the Corporation will act as a moderator for these meetings and is responsible for certifying its results.

Section 2.7: **Voting.** Each Member is entitled to one vote on all issues that come before the Annual, and Special Meetings, provided that the individual is a Member in good standing and has not been suspended or terminated. No quorum requirement shall exist in order to take action. An action approved by a majority of Members present at a meeting shall be the act of the corporation. Members may not designate proxies.
Section 3.1: **General Duties**. The Board of Directors shall be responsible for overseeing the implementation of the agenda set forth at the Members’ Annual, and Special Meetings.

Section 3.2: **Powers**. The Board of Directors shall manage the property, affairs, and activities of the Corporation to the extent that it does not interfere with the role of the Members in the Corporation’s management. Specifically, they shall ensure that the Executive Director and other employees of the Corporation are adhering to the strategic plan as created by the Members.

Section 3.3: **Standard of Care**. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, and provided that the director acts in good faith after reasonable inquiry when warranted under the circumstances, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and financial data, in each case prepared or presented by:

I. one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

II. counsel, independent accountants, or other persons as to matters which the director believes to be within such person’s professional or expert competence; or

III. a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence.

Section 3.4: **Number and Qualifications**. There shall be fifteen members of the Board of Directors, including officers. In order to qualify as a Director, a candidate must be a Member in good standing prior to nomination.

Section 3.5: **Interested Directors**. If a member of the Board is interested in a particular transaction, he or she must fully disclose such interest to the Board and to the Members prior to any Board or Member votes relating to said transaction. For the purposes of this section, an interested person means anyone who is in a position to directly profit from
decisions made by the Corporation.

Section 3.6: **Nominations and Elections of Directors.** The existing Board of Directors may nominate new candidates for a position on the Board of Directors. Members may also nominate other Members as candidates. Members shall vote on how to fill each seat on the Board. Cumulative voting is not permitted.

Section 3.7: **Vacancies on the Board.** If a vacancy on the board occurs, the board shall notify the membership of the vacancy and request that any member wishing to be considered as a candidate inquire with the existing Board of Directors. The Board of Directors may then appoint a candidate of their choosing to fill the vacant position until the next annual meeting.

Section 3.8: **Meetings of the Board.** The Board shall hold meetings quarterly at the principal office of the Corporation. Special meetings of the Board may be called by a majority of the Board of Directors or the President. To implement such a meeting, the calling party or parties must notify the President. The President is in turn responsible for providing at least two weeks’ notice to the Board.

Section 3.9: **Voting.** Each Director shall have one vote. A quorum shall constitute half the serving members. If a quorum is not established, the meeting shall be rescheduled for a later date chosen by a majority of the Directors present at the meeting. Actions may not be taken by the Board without a meeting. If a quorum is present, an act approved by a majority of the Board shall be the act of the Corporation. Each Director shall have the right to participate in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to a specific action taken by the Corporation.

Section 3.10: **Compensation.** Board members shall not be compensated for their duties performed as Directors.

Section 3.11: **Removal.** A Director may be removed without cause under the following circumstances:

1. Removal of a Director may be effected through a vote of approval by a majority of all Members at an annual meeting (as described in section 2.5) or special meeting (as described in section 2.6).
II. Removal of a Director may be effected through a vote of approval of 2/3 of sitting Directors.

Section 3.12: Committees of the Corporation. The President shall have the power to create committees of the Corporation in order to create more oversight and assistance for the staff. Approval from a majority of the Board is required for the creation of a committee. Non-Members may be appointed to committees.

Section 3.13: Terms. All Directors shall be elected for two year terms, dated from the annual meeting in which they were elected, or if they were appointed, the immediately preceding annual meeting. Directors can serve a maximum of three consecutive terms.

ARTICLE IV
OFFICERS

Section 4.1: Number. The Officers of the Corporation shall be a President, a Treasurer, and a Secretary. No one person may hold more than one office at one time.

Section 4.2: Duties of Officers.

I. President. The President shall have the power (1) to create committees as provided by Section 3.12; (2) to oversee the Executive Director of the Corporation; and (3) to summon a Special Meeting of the Members to fill a vacancy on the Board as provided by Section 2.7.

II. Treasurer. The Treasurer shall be responsible for maintaining full and accurate financial statements of the Corporation and shall perform all duties customarily incident to the office of the Secretary, insofar as such actions are consistent with these bylaws.

III. Secretary. The Secretary shall maintain the minutes of the quarterly meetings of the Board of Directors and shall be responsible for serving all notices of the Corporation to the Board of Directors and to all Members and for certifying elections. The Secretary shall perform all duties customarily incident to the office of the Secretary, insofar as such actions are consistent with these bylaws.

Section 4.3: Elections. Officers shall be elected by the Board of Directors. Directors may nominate themselves to act as Officers. In order to serve as an officer, a nominee must be a Member in good standing for six months prior to being nominated and be a
duly elected director. Elections of Officers shall take place after the elections of the Board of Directors.

Section 4.4: **Removal.** An Officer may be removed without cause under the following circumstances:

1. Removal of an Officer may be effected through a vote of approval by a majority of all Directors.

**ARTICLE V**

**INDEMNIFICATION**

The Corporation shall, to the full extent permitted by the laws of California, indemnify and hold harmless any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a director, officer, employee or agent of the Corporation, against any and all claims, liabilities, and expenses actually and reasonably incurred as a result of any threatened, pending, or completed action, suit or proceeding, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position.

**ARTICLE VI**

**FINANCIAL MATTERS**

The fiscal year shall correspond with the calendar year.

The Executive Director has authority to enter into contracts that do not involve the government or employees. Such contracts require approval of the President.

The Executive Director has authority to write checks from petty cash and regular salary checks. All other checks must be approved by the Treasurer.

**ARTICLE VI**

**PROCEDURE FOR AMENDMENT**

Modification or repeal of these bylaws can be effected only by affirmative vote three-fourths vote of all Members of the Corporation attending the Annual Meeting. The Board of Directors may not participate in any action to amend or repeal these bylaws.
ARTICLE VII
SERVICE AREA

The Corporation shall serve people who live or work in zip code 94124 (which corresponds to the Bayview/Hunters Point neighborhood). At the discretion of staff, the corporation may also serve people who live or work in adjacent neighborhoods. At the discretion of staff, the Corporation may also do a limited number of cases from outside the defined service area for the purposes of professional development.

ARTICLE VIII
UTILITY ADVOCACY

The Corporation shall represent the interests of residential customers & taxpayers receiving bundled electric services from an electric corporation.

ARTICLE IX
ADVISORY BOARD

The Board of Directors are authorized to create an advisory board to help advise them on how to carry out their duties. The size, meeting frequency, composition, and other aspects of the advisory board shall be determined by the Board of Directors.