

BY-LAWS OF THE ONE HUNDRED CLUB OF SOLANO AND YOLO COUNTIES

ARTICLE I

Purposes

Section 1. The purposes of this Corporation are as follows: To receive funds and property, to invest and reinvest the same, and to disburse and distribute the same, as voluntary, gratuitous, and charitable gifts and contributions, solely to, or for the benefit of the families of peace officers and firefighters, who while in the employ of the Counties of Solano and Yolo, or in the employ of other municipal corporations in the area of Solano and Yolo Counties, or when a law enforcement officer in the employ of the State of California or the Federal Government assigned to duty in Solano and Yolo Counties, have lost their lives in the line of duty; provided, however, that the selection, from the class above mentioned, of the recipient of such gifts and contributions, and the determination of the amount thereof, shall rest in the absolute discretion of the Board of Directors of the Corporation. Disbursement will begin after The 100 Club of Solano & Yolo Counties has received written notification from the chief executive officer of the involved agency confirming a line of duty death has occurred and that the deceased law enforcement officer or firefighter has dependents.

ARTICLE II

Members

Section 1. In addition to the incorporating members, additional persons may be admitted into membership in this Corporation upon the vote, or written assent incorporated in the minutes of the meeting, or a majority of the then existing members of the Corporation, or a majority of the members of the Board of Directors, and upon the payment by such persons of the then current annual dues.

Section 2. Dues and Initiation Fees. The annual dues paid by each member of this Corporation shall be fixed from time to time by the Directors of the Corporation, provided that any increase that would cause the annual rate of such dues to exceed \$100.00 shall be subject to approval in writing of a majority of the members of the Corporation or the approval of the members of the Corporation present and voting at any regular or special meeting called for that purpose. As of January 1, 2016, and until further notice, the dues are fixed at \$100.00 per annum. Any member may, at any time, however, pay the sum of \$1,000.00 for a lifetime membership in this Corporation, in which such event, said member shall be relieved of the future obligation of paying the annual \$100.00 dues.

Section 3. Payment of dues. Failure to Pay Dues. Annual dues shall be paid by the first day of January each year. Payment of such dues shall entitle the member paying the same to membership in the Corporation for the following fiscal year of the Corporation. In the event that any member shall not have paid his said dues by the 15th of February of any year, his membership in the Corporation shall automatically cease and terminate-he shall be dropped from the roster of members, and any current membership card shall forthwith be returned to the Corporation.

Section 4. Transfer of Membership. Membership or any interest in this Corporation shall not be assignable by intervivos transfer by any member, nor shall membership, or any interest in this Corporation pass to any personal representative, heir or devisee of any deceased member.

Section 5. Meetings of Members. Annual Meeting. There shall be one annual meeting of the members of the Corporation, to be held in Solano or Yolo County, at such time and place as may from time to time be designated by the Board of Directors, for the purpose of transacting such business as appropriate as decided by the Board of Directors.

Section 6. Special Meetings. Special meetings of the members may be held upon the call of the President or Secretary or a majority of the Board of Directors at the registered office of the Corporation in the County of Solano, California, or at such other place within or without the State of California, as may be stated in the notice thereof, and at such time and for such purpose as may be stated in the notice.

Section 7. Notice of Annual Meetings. Notice of the time, place, and the purpose of each meeting of the members, signed by the President, Vice-President, or the Secretary, shall be served either personally, by mail or by electronic mail (email) upon each member of record entitled to vote at such meeting not less than ten (10) days before the meeting; provided, that no notice of adjourned meetings need to be given. If mailed the notice shall be directed to each member entitled to notice at his/her address as it appears on the membership book of the Corporation, unless he/she shall have filed with the Secretary a written request that notices intended for him/her are to be mailed to some other address, in which case it shall be mailed to the address designated in such request. Such further notice shall be given as may be required by law. Meetings may be held without further notice if all members entitled to vote thereat are present in person or by proxy, or if notice of the time, place and purpose of such meeting is waived by means of electronic communication, or other writing, either before or after the holding thereof, by all members not present and entitled to vote at such a meeting.

Section 8. Inspectors of Election. Whenever any member present at a meeting shall request the appointment of Inspectors, the Chairman of the meeting shall appoint Inspectors who need not be members. If the right of any person to vote at such meeting shall be challenged, the Inspectors of election shall determine such right. The Inspectors shall receive and count the votes either upon an election, or for the decision of any question, and shall determine the result. Their certification of *any* vote shall be prima facie evidence thereof.

ARTICLE III

Directors

Section 1. Number of Directors. The Corporation shall have not less than three (3), nor more than thirty-five (35) Directors. The exact number of initial Directors shall be three (3), and this number shall be changed from time to time, within the limits specified in this By-Law by an amendment to this By-Law duly adopted by approval of the Board of Directors, as that term is defined in Section 5932 of the Corporations code.

Section 2. Qualifications. The Directors of the Corporation shall be residents of the State of California.

Section 3. Term of Office. Each Director shall hold office for the term of one (1) year, and until a successor Director has been elected and qualified.

Section 4. Nomination. Any person qualified to be a Director under Article III, Section 2 of these By-Laws *may* be nominated by the method of nomination authorized by the Board or by *any* other method authorized by law.

Section 5. Election. The Directors shall be elected at each regular meeting of the Board of Directors as prescribed by Article III, Section 7 of these By-Laws. The candidates receiving the highest number of votes up to the number of Directors will be elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Article III, Section 2.

Section 6. Compensation. The Directors shall serve without compensation.

Section 7. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held with notice, in the months of June and December, or as otherwise determined by the Board of Directors.

Section 8. Special meetings. Special meetings of the Board *may* be called by the President, Vice-President, or Secretary, or *any* two (2) Directors. Special meetings shall be held on no less than four (4) days' notice by first-class mail, postage prepaid, or on no less than forty-eight (48) hours' notice delivered personally, or by telephone, or email. Notice of the special meeting need not be given to *any* Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers,

consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings.

Section 9. Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

Section 10. Transactions of the Board. Except as otherwise provided in the Articles, in these By-Laws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these By-Laws.

Section 11. Conduct of Meetings. The President, or in his/her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation, or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through the use of a conference telephone, or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting. A meeting where all the officers are present through a conference call shall constitute a valid meeting.

Section 12. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to such action. Such written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 14a. Removal of Directors. Removal for Cause. The Board of Directors may declare vacant the Office of a Director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of a court; or,
2. The Director has been convicted of a felony; or,
3. The Director has failed to attend three (3) consecutive meetings of the Board.

Section 14b. Removal of Directors. Removal without cause. Any Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of Section 5032 of the Corporations Code.

Section 15. Resignation of a Director. Any director may resign effective on given written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the 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. A Director shall not resign where the Corporation would be left without a duly elected Director or Directors in charge of its affairs.

Section 16a. Vacancies in the Board. Causes. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director, whenever the number of Directors authorized is increased, and on the failure of the members in any election to elect the full number of Directors authorized.

Section 16b. Vacancies in the Board. Filling Vacancies. Except for a vacancy created by the removal of a Director pursuant to Article III, Section 14 of these By-Laws, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

Section 17a. Power to Make By-Laws. The Board of Directors shall have the power to make and amend any By-Law or By-Laws, including the fixing and altering of the number of Directors, provided that the Board shall not make or alter any By-Law or By-Laws fixing the qualifications, classifications or term of office of any member or members of the then existing Board. Any member of the board may initiate an amendment. The amendment may be proposed only during the biannual meetings in June and December, unless otherwise determined by the Board of Directors.

Section 17b. After an amendment to the By-Laws has been proposed, a vote must be taken to accept or reject the amendment, and passage of the amendment will be accepted only upon a majority vote of the board members present, whether physically or by conference call or other electronic attendance.

Section 18. Honorary Directors. The Board of Directors may, by resolution passed by a majority of the whole Board, designate persons who, because of their association with The 100 Club of Solano and Yolo Counties, or position in the community, are deemed eligible to be classified as Honorary Directors. Honorary Directors shall serve at the pleasure of the Board of Directors, and shall receive notice of and be invited to attend all Director's meetings to witness the proceedings and give advice and counsel. They shall not have any vote, and they may be removed from the list of Honorary Directors at such time as is felt expedient by the Board.

ARTICLE IV

Officers

Section 1. Number and Titles. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Chief Financial Officer who shall be called a "Treasurer", and any such Officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the General Manager and Chief Executive Officer of the Corporation. Any number of Offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer shall serve concurrently as the President.

Section 2. Appointment. The Officers shall be elected by and serve at the pleasure of the Board of Directors, subject to the rights, if any, of any Officer under any contract of employment.

Section 3. Duties of Officers.

(a) President. The President shall be the General Manager and Chief Executive of the Corporation, and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. Such Officer shall perform all duties incident to the Office of President, and such other duties as may be prescribed from time to time by the Board of Directors. The President is hereby authorized any right to vote or execute a proxy to vote shares of stock, any bonds, debentures, or other evidences of indebtedness, or any other Corporation or Corporations owned or possessed by the Corporation.

(b) Vice-President. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President, if one is appointed or elected by the Board of Directors shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions on, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

(c) Secretary. The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a Book of Minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law, or as may be prescribed or required from time to time by the Board of Directors.

(d) Chief Financial Officer. The Chief Financial Officer of the Corporation shall keep and maintain in written form, or in any other form capable of being converted to written form, adequate and correct books and records of the account of properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of accounts shall at all times be open to inspection by any Director of the Corporation. The Chief Financial Officer shall deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall render to the President and the Directors, on request, an accounting of all such transactions as Chief Financial Officer, and of the financial condition of the Corporation. The Chief Financial Officer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these By-Laws.

Section 4. Resignation and Removal of Officers. Any Officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all the Directors.

ARTICLE V

Corporate Records and Reports

Section 1. Corporate Fiscal Year. The Corporation shall operate on a calendar year basis.

Section 2. Corporate Records and Reports, Keeping Records. The Corporation shall keep adequate and correct records of accounts and minutes of the proceeding of its Board, and Committees of the Board. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 3. Annual Report. The Board shall cause an Annual Report to be issued with the Notice of Annual Meeting. The Report shall contain all the information required by Section 6321 (a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the Certification of an authorized Office of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The Annual Report shall be furnished to all Directors.

Section 4. Annual Statements of Certain Transactions and Indemnifications. The Corporation shall furnish annually to its Directors a statement of any transaction or indemnification described in Section 6322 (d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the Annual Report described in Article V, Section 3 of these By-Laws.

ARTICLE VI

Indemnification

Section 1. To the fullest extent permitted by law this Corporation shall indemnify its Directors, Officers, Employees, and other persons described in Section 5238(a) of the California Corporations Code. including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this by-law, shall have the same meaning as Section 5238(c) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b), or Section 5238(c) of the California Corporations code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b), or Section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expenses. 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 in defending any proceeding shall be advanced by the Corporation, before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE VII

Committees

The Officers shall form committees to review cash benefit disbursements to the surviving dependent family members of fallen law enforcement officers and firefighters, and to review scholarship applications from eligible family members of law enforcement officers and firefighters, who while in the employ of the Counties of Solano and Yolo, or in the employ of other municipal corporations in the area of Solano and Yolo Counties, or when a law enforcement officer in the employ of the State of California or the Federal Government assigned to duty in Solano and Yolo Counties, have lost their lives in the line of duty.

Section 1. The Benefits Committee shall review and approve or deny cash disbursement to the dependent family members of law enforcement officers and firefighters who have lost their lives in the line of duty. Financial assistance is not provided where there are no surviving dependents. The Benefits Committee shall meet after the receipt of written notification from the chief executive officer of the involved agency confirming a line of duty death has occurred.

Section 2. The Scholarship Committee shall accept, review and approve or deny scholarship applications. The Scholarship Committee shall establish and publish the criteria used to determine acceptance of a scholarship application.

Section 3. The Scholarship Committee shall establish and publish the criteria used to determine the continuing eligibility of a student receiving funds, i.e., continued matriculation in advanced education, base level grade point average, etc. The Scholarship Committee shall establish a time limit and/or dollar amount beyond which the committee will cease offering scholarship funds to any one particular eligible student.

Section 4. The Scholarship Committee shall establish and publish the minimum and maximum amounts that will be awarded to eligible students. The Scholarship Committee shall also determine an annual schedule and deadline for submitting scholarship applications, and applicant notification time.

ARTICLE VIII

Insurance

Section 1. The Corporation shall have the right to purchase and maintain Insurance to the full extent permitted by law on behalf of its Officers. Directors. Employees, and other agents against any liability asserted against or incurred by and Officer, Director, Employee or agent in such capacity or arising out of the Officer's, Director's, Employee's or agent's status as such.

ARTICLE IX

Dissolution

Upon the dissolution or winding up of this organization, its assets remaining after payment of, or provision for the payment of all debts and liabilities of this organization, shall be distributed to Fairfield Police Athletics Association (PAL) if it is then in existence and organized and operated exclusively for charitable, educational, and/or religious purposes and exempt under IRC Section 501(c)(3), but if not then in existence or so organized and operated or exempt, to another organization which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under IRC Section 501(c)(3).

CERTIFICATE OF SECRETARY OF THE ONE HUNDRED CLUB OF SOLANO AND YOLO COUNTIES

(A California Nonprofit Corporation)

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing By-Laws, comprising of seven (7) pages, including this one, constitutes the By-Laws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on October 21, 2016.

Dated: _____

Signed: _____

Print name: _____

EXHIBIT A

§ 5032. Approved by or approval of the board

“Approved by (or approval of) the board” means approved or ratified by the vote of the board or by the vote of a committee authorized to exercise the powers of the board, except as to matters not within the competence of the committee under Section 5212, Section 7212, or Section 9212. (*Added by Stats. 1978, c. 567, p. 1740. § 4, operative Jan. 1, 1980.*)

EXHIBIT B

§ 6321. Annual report

(a) Except as provided in subdivision (c), (d), or (f), the board shall cause an annual report to be sent to the members not later than 120 days after the close of the corporation’s fiscal year. Such report shall contain in appropriate detail the following:

- 1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- 2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- 3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- 4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- 5) Any information required by Section 6322.

EXHIBIT C

§ 6322. Annual statement of transactions with interested persons and of indemnifications

- a) Any provision of the articles or by-laws notwithstanding, every corporation shall furnish annually to its members and directors a statement of any transaction or indemnification of a kind described in subdivision (d) or (e), if any such transaction or indemnification took place. If the corporation issues an annual report to all members, this subdivision shall be satisfied by including the required information in the annual report. A corporation which does not issue an annual report to all members, pursuant to subdivision (c) or (d) of Section 6321 shall satisfy this section by mailing or delivering to its members the required statement within 120 days after the close of the corporation’s fiscal year.
- b) Except as provided in subdivision (c), a covered transaction under this section is a transaction in which the corporation, its parent, or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:
 - 1) Any director or officer of the corporation, or its parent or subsidiary.
 - 2) Any holder of more than 10 percent of the voting power of the corporation, its parent or its subsidiary. For the purpose of subdivision (d), an “interested person” is any person described in paragraph (1) or (2) of this subdivision.
- c) For the purpose of this subdivision (b), a mere common directorship is not a material financial interest.
- d) The statement required by subdivision (a) shall describe briefly:
 - 1) Any covered transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000).
 - 2) The names of the interested persons involved in such transactions, stating such person’s relationship to the corporation, the nature of such person’s interested in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

- e) The statement required by subdivision (a) shall describe briefly the amount and circumstances of any indemnifications of advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation pursuant to Section 5238; provided that no such report need be made in the case of indemnification approved by the members (Section 5034) under paragraph (2) of subdivision (e) of Section 5238. *(Added by Stats 1978, c 567, p. 1750. § 5. Operative Jan. 1, 1980. Amended by Stats. 1980, c. 1155, p. 3839, §10.)*

EXHIBIT D

§ 5238. Indemnification of corporate agents; grounds; approval; advancement of expenses; liability insurance

- a) For the purposes of this section, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation: "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative: and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to indemnification under subdivision (d) or paragraph (3) of subdivision (e).
- b) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
- c) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision:
- 1) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine:
 - 2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

- 3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.
- d) To the extent that an agent of a corporation has been successful on the merits in defense of any proceeding referred to in subdivision (b) or (c) or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
- e) Except as provided in subdivision (d), any indemnification under this section shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subdivision (b) or (c), by:
 - 1) A majority vote of a quorum consisting of directors who are not parties to such proceeding;
 - 2) Approval of the members (Section 5034), with the persons to be indemnified not being entitled to vote thereon; or
 - 3) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.
- f) Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this section. The provisions of subdivision (a) of Section 5236 do not apply to advances made pursuant to this subdivision.
- g) No provision made by a corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the articles, by-laws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this section. Nothing contained in this section shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.
- h) No indemnification or advance shall be made under this section, except as provided in subdivision (d) or paragraph (3) of subdivision (e), in any circumstance where it appears.

Mission Statement

To provide immediate financial assistance to families of public safety officers and firefighters who are killed in the line of duty, to provide resources to enhance their safety and welfare, and to further the education of their children through scholarship funds.