

PLEASANT HILL AQUATICS, INCORPORATED

BY-LAWS

A Non-Profit Corporation

ARTICLE I – NAME

Section I-1 NAME

The name of this organization shall be Pleasant Hill Aquatics, Incorporated.

ARTICLE II – PURPOSE AND POLICIES

Section II-1 PURPOSE

As stated in the Pleasant Hill Aquatics, Incorporated, hereinafter referred to as PHAI, Articles of Incorporation, the specific and primary purposes of PHAI is to acquire, construct, operate, and maintain a swimming pool and related facilities and other recreational and social facilities for use by members of PHAI, their families and guests.

Section II-2 TAX EXEMPTION

PHAI is a corporation organized pursuant to the California General Nonprofit Corporation Law, and no part of any net earnings thereof shall inure to the benefit of any member or other individual. Notwithstanding any other provisions hereof, PHAI shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code.

Section II-3 THE RULES

PHAI shall function under the policies and rules as stated in the current By-Laws and Standing Rules, hereinafter referred to collectively as ‘The Rules’.

ARTICLE III – BUSINESS PRINCIPLES AND PRACTICES

Section III-1 PRINCIPLES

Democratic principles shall govern. Any form of discrimination in membership policy and/or participation due to race, religion, ethnic background, political affiliation, sex, age, sexual orientation, or disability is prohibited.

Section III-2 RECORDS

The records of PHAI consist of the Articles of Incorporation; the By-Laws; Standing Rules; minutes of all meetings of the membership, the Board of Directors, hereinafter referred to as the Board, and Committees; roster of members; and statements reflecting financial affairs of PHAI.

Section III-3 GENERAL BY-LAWS TO PREVAIL

In the event of conflict between Standing Rules and the By-Laws, the provisions of the By-Laws, to the extent necessary to remove such conflict, shall prevail over the provisions of the Standing Rules.

Section III-4 PROCEDURE

Robert's Rules of Order (rev. ed.) shall be the governing authority in matters of procedure not otherwise regulated by the Articles of Incorporation, the By-Laws, or applicable law.

Section III-5 CHANGES IN BY-LAWS BY MEMBERS

The members in good standing may amend, repeal or adopt any By-Law of PHAI. Proposed changes in the By-Laws may be brought before a membership meeting at which a quorum is present by means of a resolution of the Board, or by means of a petition signed by at least twenty-five percent (25%) of the total number of members in good standing. Such resolution or petition shall identify each By-Law that is the subject of proposed amendment, repeal or adoption, and shall set forth the text of such By-Law both before and after the proposed amendment. If the change is proposed by petition of members in good standing, a membership meeting shall be held within thirty five (35) days after the petition is delivered to an elected officer of PHAI. The notice of the membership meeting shall, in substance, notify the members in good standing that the meeting will act upon proposed changes to the By-Laws, shall identify each By-Law proposed to be changed, and shall set forth the text of the By-law, both before and after the proposed amendment. The members in good standing at the membership meeting that considers such proposed changes may also act upon newly proposed changes in any By-Law that was not specified in the notice of meeting only if necessary to avoid or correct obvious inconsistency, uncertainty or unintended effect resulting from changes made to one or more of the By-Laws.

Section III-6 CHANGES IN STANDING RULES BY THE BOARD

Standing Rules are adopted and amended by a two-thirds (2/3rds) vote of the Board then in office.

ARTICLE IV – MEMBERSHIP

Section IV-1 ADMISSION

PHAI shall be composed of a membership not to exceed 225 Active, Lifetime, or Assigned Member families, as prescribed in the Standing Rules.

Section IV-2 CLASSES OF MEMBERSHIP

There shall be 5 classes of membership: Active, Lifetime, Honorary, Swim Team Only, and Assigned as prescribed in the Standing Rules.

Section IV-3 MEMBER FAMILY

A member family shall be deemed to be those persons residing together as a single family or household. Each member family shall be considered one (1) member and shall have one vote. Within The Rules, the term 'member family' and 'member' refer to the entire member family as one entity, not to be divided for consideration.

Section IV-4 MEMBER IN GOOD STANDING

A member shall be deemed to be in good standing if it is within 60 days current with all its corporation obligations as stated in these By-Laws and Standing Rules.

Section IV-5 PRICE

The current purchase price and sales price of memberships shall be determined by the Board.

- a) **Purchase Price:** The current membership purchase price is the amount to be paid to PHAI to purchase a membership.
- b) **Sales Price:** The current membership sales price is the amount to be paid by PHAI to the selling member upon the sale of the applicable membership to a new member. This sales price shall not be less than the original membership purchase price paid; or two hundred dollars (\$200) if said member paid less than two hundred dollars (\$200); plus any added values voted by this Board, previous Boards, or membership; less any assessments or outstanding balances owed to PHAI by the selling member.

Section IV-6 APPLICATION FEE

The Board shall have the authority to levy and collect an application fee from purchasers of memberships, as prescribed in the Standing Rules.

Section IV-7 APPROVAL

All applications for membership are subject to approval by the Board.

Section IV-8 DUES

A dollar amount of dues shall be required annually of members as prescribed in the Standing Rules.

Section IV-9 ACTIVITY FEES

A dollar amount of fees may be required for participation in PHAI activities, including, but not limited to Swim Team, swim lessons, and social events, as prescribed in the Standing Rules.

Section IV-10 ASSIGNMENT

A member in good standing may, at any time, request in writing to the Board that its membership use privileges be temporarily assigned to another party for a period of not less than one week nor extending past the then current calendar year. The Board shall expeditiously act on such request. As defined in the Standing Rules, if such request is granted, full use of PHAI facilities shall be made available to the assigned party (the Assignee). The requesting party (the Assignor) shall not have full use privileges during such period but shall continue to exercise membership responsibilities.

Section IV-11 SALES

Any member family desiring to sell its membership shall notify the Board in writing, as prescribed in Standing Rule 6.01 COMMUNICATION. In the event that more than one family desires to sell their membership, the Board shall maintain an Available Membership List, ordered by the date of notification to sell, earliest to latest. Such available memberships shall be sold by PHAI, at the current membership purchase price. The seller shall then receive the current membership sales price, as prescribed in By-Laws IV-5 PRICE. If the selling member locates their own buyer and such buyer is approved by the Board the membership of said selling member, regardless of its place on the Available Membership List, shall be sold to said buyer in accordance with this section.

Section IV-12 BANKRUPTCY

Memberships shall not be subject to attachment, garnishment, or execution, and shall not be an asset of the member in the event of bankruptcy or assignment for the benefit of creditors. Upon occurrence of any of the foregoing, or any other involuntary transfer, the membership shall automatically revert to PHAI, and the former member, its trustees, assignees or successors, shall have no right, title or interest therein. However, in the event of the membership reverting to PHAI due to any of the foregoing, PHAI shall pay to the former member the current membership sales price.

Section IV-13 ESTATE

A membership shall not be affected by the death of one or more members of a member family, unless such death is the death of the last adult member. In the latter event, the membership shall automatically revert to PHAI and shall not become an asset of the estate of the decedent. PHAI shall pay to the representative of such decedent the current membership sales price as described in Article IV-11 SALES.

Section IV-14 REMOVAL

Any member may be expelled, by a two-thirds vote of the membership present at a membership meeting, for any act of misconduct deemed by the membership to be seriously detrimental to the best interest of PHAI. A member at issue shall be provided with notification in writing, at least thirty (30) days in advance of the time the removal hearing is to be presented at a membership meeting. The member at issue shall be given an opportunity to be heard before the Board and/or the membership meeting before any action is taken on the proposed expulsion.

ARTICLE V – ASSESSMENTS

Section V-1 ASSESSMENTS

- (a) The Board shall have the authority to levy and collect assessments for the maintenance, operation and improvements of the swimming pool and related facilities of PHAI when the aggregate value of the assessments is less than five thousand dollars (\$5000.00).
- (b) When the aggregate value of the assessment is equal to or greater than five thousand dollars (\$5000.00), assessment shall be levied only if approved by members of PHAI as prescribed in ARTICLE VI – MEETINGS.

Section V-2 WORK HOURS ASSESSMENT

As defined in the Standing Rules, The Board shall have the authority to assess work hours for maintenance, operation, and improvement of facilities of PHAI. The Board shall also have authority to levy and collect a dollar amount from members for failure to fulfill work hours assessment.

Section V-3 GUEST ASSESSMENT

A dollar amount per guest shall be assessed to members, as prescribed in the Standing Rules.

ARTICLE VI – MEETINGS

Section VI-1 MEETINGS OF THE MEMBERSHIP

A regular annual meeting of the members of PHAI shall be held in September of each calendar year, at such date, hour and place as shall be designated by the Board. Written notice of said meeting shall be given to all members in good standing at least ten (10) but not more than ninety (90) days prior thereto, as prescribed in the Standing Rules.

Section VI-2 BUSINESS OF ANNUAL MEETING

Unless otherwise specifically determined by the Board for a particular meeting, the order of business at the annual membership meeting, to be conducted by the President, shall be as follows:

- (1) Annual report of President
- (2) Annual report of Treasurer
- (3) Officer reports, if any
- (4) Pool Coordinator's Report
- (5) Unfinished Business
- (6) Election of Officers and Directors
- (7) New Business

Section VI-3 SPECIAL MEMBER MEETINGS

Special meetings of members, for any lawful purpose, may be called with written request, by the President, by a vote of three (3) Board Members, or a minimum of five (5) percent of the members in good standing. The President shall cause notice to be given to all members in good standing, within twenty (20) days upon receipt of written request that a meeting will be held at a time fixed by the Board, not less than thirty-five (35) nor more than ninety (90) days from receipt of written request, as prescribed in the Standing Rules. Said written request shall set forth the purpose of said meeting. Only such matters as referred to in the request shall be considered at the special membership meeting.

Section VI-4 QUORUM

The presence of not less than fifteen (15) percent of the membership in good standing shall constitute a quorum at a meeting of the membership. In the absence of a quorum, the meeting shall have no authority except to adjourn. In such case, the Board shall at its discretion either call another meeting or submit matters to be voted on to the membership by mail ballot, which shall require a vote of not less than twenty-five (25) percent of the members. The active members at a duly called meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the subsequent withdrawal of enough active members to leave less than a quorum.

Section VI-5 VOTING REQUIREMENTS

Each membership in good standing shall be entitled to one (1) vote at the membership meeting as hereinabove provided. For the election of Board members, for any amendment or repeal of these By-Laws, or for any member action, a majority vote shall be required. This majority vote must be equal to or greater than twenty-five (25) percent of the membership in good standing. Members in good standing not able to attend a meeting of the membership may submit signed written absentee votes to the Board prior to the meeting for all issues described in the announcement of the meeting, including but not limited to: the election of Board members or amendment or repeal of these By-laws. Voting for the Board shall be by written ballot. Voting on other matters may be by written ballot or by show of hand or voice.

Section VI-6 MEMBERS REPEAL

Any action taken by the Board may be appealed at the membership meeting, and may be set aside by a two-thirds (2/3rds) vote of members in good standing present as such meeting.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section VII-1 NOMINATING

- (a) Each June, a Nominating Committee consisting of two (2) Board members, one (1) who will be appointed to serve as chairman; and three (3) members in good standing shall be appointed by the Board. No member shall be eligible to serve on the Nominating Committee for two (2) consecutive years.
- (b) Each July, the Nominating Committee shall submit its slate of nominees to the Board.
- (c) The slate of nominees shall be presented to each member in good standing at least one (1) month prior to the September Annual Meeting, in writing, as prescribed in the Standing Rules.

Section VII-2 NOMINATIONS FROM THE FLOOR

Additional nominations for any office may be made from the floor at the regular annual meeting by any member in good standing.

Section VII-3 ELECTIONS

Elections of officers and directors shall take place at the regular annual meeting of the members.

Section VII-4 MAJORITY VOTES AND TIES

The nominee receiving a majority of the votes cast for each office shall be declared elected. In the event of a tie, a second vote shall be taken between the tied nominees, and the nominee who receives the majority of votes cast upon such second vote shall be declared elected. In the event of a second tie for any office, the winner shall be determined by lot.

ARTICLE VIII – GOVERNING BODY - BOARD OF DIRECTORS

Section VIII-1 POWERS

- (a) Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and By-Laws relating to action required or permitted to be

taken or approved by the members, if any, of PHAI, the activities and affairs of PHAI shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. Except as otherwise expressly provided herein, no financial obligation or agreements shall be binding upon PHAI unless approved by the Board, and no funds of PHAI shall be disbursed, or assets of PHAI transferred or used, without Board approval.

- (b) The Board shall have the power to call special meetings of the membership and of the Board. Any action taken by the Board shall be consistent with these By-Laws and with existing resolutions of the membership.
- (c) The Board shall be responsible for supervision of all aspects of the operation and maintenance of the swimming pool and related facilities, including but not restricted to finance, rules and regulations, membership, landscaping, maintenance, employment, written job descriptions, personnel administration, competitive team activities, entertainment and safety.
- (d) Capital improvements to PHAI facilities, when the aggregate value is equal to or greater than \$10,000, shall be levied only if approved by the members of PHAI as prescribed in Article VI-MEETINGS

Section VIII-2 MEMBERS OF THE BOARD

The governing body of PHAI shall be composed of a Board of Directors consisting of nine (9) voting positions as follows: Four (4) Officers: president, president-elect, secretary, treasurer and five (5) Directors: membership, maintenance, swim team director, swim team director elect and work procurement. Director positions may be filled by two (2) individuals agreeing to hold the position as co-directors sharing a single vote.

Section VIII-3 ELIGIBILITY

Officers and Directors shall be elected from members in good standing for two (2) year terms. No member may be nominated for election to the Board unless they are present at the meeting at which the vote is taken or their written consent has been obtained prior to the meeting.

Section VIII-4 TERM

Terms of office shall begin on January 1, following an election, and end on December 31. Terms shall be staggered so that no more than approximately one-half of the Board shall be completing their second year while no more than approximately one-half of the Board is completing their first year. The Board shall be elected according to the following schedule:

- (a) Every September a President-Elect and Swim-Team Director Elect shall be elected for two-year terms. The incumbent president-elect shall become the president and the incumbent Swim Team Director-elect shall become the Swim-Team Director for the second year of their terms.
- (b) In September of even-numbered years, treasurer and membership director shall be elected for two-year terms.
- (c) In September of odd-numbered years, a secretary, work procurement, and maintenance director shall be elected for two-year terms.

Section VIII-5 MEETINGS OF THE BOARD

The Standing Rules shall prescribe rules for fixing the place, date and hour of any regular or special meeting of the Board and shall prescribe what notice, if any, shall be given of any such meeting. A simple (51%) majority of the Board then in office shall be necessary to constitute a quorum for the transaction of business. If less than a quorum is present, the meeting shall have authority only to adjourn from day to day or until such time as the Board may deem proper. Every act done or decision made by a majority of the Board present at a duly held meeting shall be regarded as the act of the Board, unless a greater number is required by the Articles of Incorporation, the By-Laws or applicable law. Action taken at any meeting of the Board, however called and noticed and wherever held, shall be conclusively deemed to have been taken at a duly called, noticed and held meeting, if a quorum is present and if, either before or after the meeting, each of the Board Members not present at such meeting signs a written waiver of notice, a consent to the holding of such meeting, or an approval of the minutes of the meeting. Such waivers, consents, or approvals shall be filed with the records of PHAI or made a part of the minutes of the meeting.

Section VIII-6 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if all Board Members shall individually or collectively consent in writing to such action. Such written consent or consents, as set forth in the Standing Rules, shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Board.

Section VIII-7 ETHICS

All members of the Board must follow the policies and rules as stated in the current By-Laws and Standing Rules and shall serve; in good faith; in a manner such board member believes to be in the best interests of PHAI; in a manner conforming to accepted professional standards of conduct; and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section VIII-8 RESTRICTIONS

No member shall hold two offices at the same time. At the direction of the Board, an officer may, on a temporary basis, perform the duties of one or more additional offices. The Board may authorize a waiver to the above stated restriction by a majority vote (51%) of the Board.

Section VIII-9 REMOVAL

An elected officer may be removed from office for cause before the expiration of his or her term, by a vote of the Board, three-fourths (3/4ths) of the number of Board Members then in office. Violation of Section VIII-7 ETHICS may cause such action. Any Board Member who does not attend two (2) consecutive Board meetings without the absence having been approved by the President will be automatically removed from his or her position. Any or all directors may be removed from office without cause before the expiration of his or her term if the removal is approved by the members.

Section VIII-10 VACANCIES

In the event one or more vacancies occur on the Board for any reason other than the expiration of a regular term, the Board shall appoint, by majority vote (51%) of the remaining Board Members, members in good standing to fill such vacancies for the remainder of the current calendar year. When such vacancy occurs during the first year of a two-year term, prior to the annual membership meeting of that year, an election shall be held at the membership meeting to fill the term for the second year.

Section VIII-11 DUTIES OF THE PRESIDENT

The president shall preside over all meetings of the membership, the Board, and shall be an ex-officio member of all standing committees. The president shall sign all contracts, checks and other instruments, which have been approved by the Board; and may call special meetings of the membership and of the Board. The president shall have such other duties as from time to time may be prescribed by the Board.

Section VIII-12 DUTIES OF THE PRESIDENT-ELECT

The president-elect shall be responsible for the social events and entertainment of PHAI members and guests and shall be an ex-officio member of all standing committees. The president-elect, in the absence, inability or refusal to act of the president, shall exercise all authority and perform all duties granted to or enjoined upon the president by law or by these By-laws. The president-elect shall have such other duties as from time to time may be prescribed by the president or by the Board.

Section VIII-13 DUTIES OF THE SECRETARY

The secretary shall keep record of all proceedings of the Board and of the membership, shall serve all notices required by law or by these By-laws, shall maintain appropriate records of the membership of PHAI and shall sign contracts and other instruments as designated by the Board. The secretary shall serve as chairman of the Organization and Structure Committee (OSC). The secretary shall have such other duties as from time to time may be prescribed by the president or by the Board. In emergencies, in the absence of both the president and president-elect, the secretary shall exercise the authority and perform the duties of the president.

Section VIII-14 DUTIES OF THE TREASURER

The treasurer shall keep, maintain, or cause to be kept and maintained, full, true and correct accounts of the assets and financial transactions of PHAI which accounts shall at all reasonable times be open to inspection by any member of the Board. The treasurer shall deposit, or cause to be deposited, all funds of PHAI in such accounts as may be designated by the Board, and shall disburse or cause to be disbursed such funds pursuant to the authorization and direction of the Board, upon the signature of such officer or joint signatures of such officers as the Board may from time to time designate. The treasurer shall report at each regular meeting of the Board concerning receipts, disbursements and funds on hand, and upon such other matters as the Board may direct, and shall at any time upon direction of the Board render a written account to the Board concerning such matters and in such detail as the Board may direct. The treasurer shall render at the annual membership meeting a written account showing receipts and disbursements during the current fiscal year, and the assets and liabilities of PHAI, as up to date as possible. The books and accounts of the treasurer shall be reviewed or audited annually pursuant to the Standing Rules. The treasurer shall be custodian of all tax papers, insurance papers, licenses, permits, etc., and shall file all PHAI tax data and returns with proper federal, state, and local authorities. The treasurer shall have such other duties as from time to time may be prescribed by the president or by the Board.

Section VIII-15 DUTIES OF THE MEMBERSHIP DIRECTOR

The membership director shall be responsible for the administration of the membership of PHAI, including sales, marketing, purchasing and member relations. The membership director shall have such other duties as from time to time may be prescribed by the president or by the Board.

Section VIII-16 DUTIES OF THE MAINTENANCE DIRECTOR

The maintenance director shall be responsible for the maintenance of the facilities owned by PHAI. The maintenance director shall be the chairman of the Buildings and Grounds committee. The maintenance director shall have such other duties as from time to time may be prescribed by the president or by the Board.

Section VIII-17 DUTIES OF THE WORK PROCUREMENT DIRECTOR

The work procurement director shall be responsible for the administration of each member's work hours assessment. The work procurement director shall have such other duties as from time to time may be prescribed by the president or by the Board.

Section VIII-18 DUTIES OF THE SWIM TEAM DIRECTOR

The Swim Team Director shall be responsible for the administration of PHAI Penguin Swim Team, including registration, scheduling, personnel, finances, equipment, and meet coordination and management. The swim team director shall have such other duties as from time to time may be prescribed by the president or by the Board.

Section VIII-19 DUTIES OF THE SWIM TEAM DIRECTOR-ELECT

The Swim Team Director Elect shall work with the Swim Team Director to oversee the administration of the PHAI Penguin Swim Team, including the coordination and management of all committee's associated with the team. The swim team director-elect shall have such other duties as from time to time may be prescribed by the president or by the Board.

Section VIII-20 EXPENSES AND COMPENSATION

The Board Members of PHAI shall be reimbursed for reasonable expenses approved by the Board, incurred on behalf of PHAI, but shall receive no monetary compensation for ordinary services.

Section VIII-21 EMERGENCY POWERS OF THE PRESIDENT

Where a decision normally requiring Board action is judged necessary by the President, and circumstances do not allow the convening of a formal Board meeting, the President has the authority to act for the Board under such an emergency. His or her action should reflect the majority opinion of the Board to the extent obtainable through polling, and such action shall be subject to approval of the Board within thirty (30) days thereafter.

**ARTICLE IX -RESTRICTION REGARDING INTERESTED DIRECTORS
(CONFLICT OF INTEREST)**

Section IX-1 INTERESTED PERSONS

Notwithstanding any other provision of these By-laws, not more than forty-nine (49) percent of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either: (1) any person currently being compensated by PHAI for services rendered within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise; or any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, daughter-in-law, son-in-law, mother-in-law, or father-in-law of any such person.

Section IX-2 CONFLICT OF INTEREST

Annually, each Board member will be asked to read and sign the PHAI Conflict of Interest Policy Statement.

ARTICLE X - COMMITTEES

Section X-1 ELIGIBILITY

Committee chairs and business advisors may be drawn from the members and available community leaders. Any member in good standing is eligible as either a committee chairperson or committee member, unless otherwise specifically set forth in the By-Laws or Standing Rules.

Section X-2 APPOINTMENT

The Board is authorized to appoint committees to aid and assist the Board in the exercise of all corporate functions. The names of the committees, the duties and responsibilities of each committee and the number of members of each committee shall be as the Board, in its discretion, determines.

ARTICLE XI--POOL COORDINATOR

Section XI-1 DUTIES

All matters pertaining to the management of the pool and facilities of PHAI shall be in the control of the Pool Coordinator, as determined by the policies and procedures established by the Board and its committees. The Pool Coordinator shall perform other general or specific duties as may be prescribed from time to time by the Board, the By-Laws, or the Standing Rules. The Pool Coordinator will be contracted by and answer to the Board.

Section XI-2 PURCHASING

Monies may be spent by the Pool Coordinator only in accordance with such other procedures as may be established by the Board.

Section XI-3 COMPENSATION

The Pool Coordinator shall receive compensation in an amount to be determined by the Board.

**ARTICLE XII - INDEMNIFICATION OF CORPORATE DIRECTORS, OFFICERS,
EMPLOYEES AND OTHER AGENTS**

Section XII-1 INDEMNIFICATION

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expense actually and reasonably incurred by the person in connection with such proceeding.

Section XII-2 LIABILITY

Except as otherwise provided by law and/or a regulatory agency, the Board members shall not be personally liable for the debts, liabilities, or other obligations of PHAI.

Section XI-3 INSURANCE

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including, but limited to a Director, Officer, employee or other agent of the corporation) for any liability arising out of the scope of their employment except for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.