

CALIFORNIA ALPINE CLUB

Resolution 2008 – 4 To Amend By-Laws, Article III, Officers and Directors
Section 13 – Add Indemnification Clause

Whereas:

1. Californian Alpine Club (CAC) is governed by officers and directors according to its by-laws, and
2. By-laws provisions were reviewed by committee and found to be missing a provision to provide indemnification to officers of the corporation which is common to many non-profits, and
3. Amending language was drafted by committee, and
4. Proposed revised language was published two times in Trails to satisfy notice provisions of CAC by-laws, and
5. Proposed revised language was submitted for approval to Membership at its October 19, 2008 Quarterly Membership Meeting.

Resolved:

1. California Alpine Club amends its by-laws to add the following:

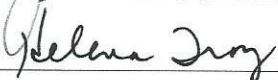
SECTION 13

Indemnification. California Alpine Club (A California Corporation) shall indemnify any Director or officer of the Corporation and who was or is a party or is threatened to be made a party to any proceeding [which shall include for the purposes of this Article any threatened, pending, or completed action, or other proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation)] by reason of the fact that such person was or is an authorized representative of the Corporation against expenses (which shall include for purposes of this Article) attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.

2. Secretary shall file this Resolution in Book of Resolutions and with Minutes of this meeting and arrange for its inclusion on the Club website.

Approved by majority vote of thirty-member quorum October 19, 2008.


_____, President


_____, Secretary