

**BYLAWS
OF
Women Leaders Forum of the Coachella Valley
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1
NAME AND OFFICES**

SECTION 1. NAME

The name of the corporation is “Women Leaders Forum of the Coachella Valley.”

SECTION 2. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in the state of California, County of Riverside.

SECTION 3. CHANGE OF ADDRESS

The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this section; alternatively, this section may be amended to state the new location.

SECTION 4. OTHER OFFICES

The corporation may establish branch or subordinate offices at any place or places, within or without the State of California, where it is qualified to do business.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary purpose of the corporation is to provide women of the Coachella Valley with educational and leadership opportunities and to connect women leaders locally and internationally as well as to enhance the lives and living conditions of other women in our community and around the world.

**ARTICLE 3
CONSTRUCTION AND DEFINITIONS**

SECTION 1. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

**ARTICLE 4
DEDICATION OF ASSETS**

SECTION 1. DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).

**ARTICLE 5
DIRECTORS**

SECTION 1. NUMBER

The corporation shall have no less than five (5) directors, but shall have such number of directors as determined by resolution of the board of directors.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, other applicable laws, and subject to any limitations in the articles of incorporation and bylaws relating to actions required to be taken or approved by the members, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Without prejudice to the general powers given to the board of directors above, but subject to the same limitation, the board of directors shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the board of directors, all corporate officers, agents, and employees of the corporation; prescribe duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service;

(b) Change the principal office or other principal business office in California from one location to another; cause the corporation to be qualified and to conduct its activities in any other state, territory, dependency, or country, conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members; and

(c) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

SECTION 3. QUALIFICATIONS

Each member of the board of directors shall be a member in good standing of the corporation.

SECTION 4. TERMS OF OFFICE

Each director shall hold office for a term of three years, and until her successor is elected and qualifies. Directors may serve up to two consecutive terms and may be re-elected to additional terms after one year has passed since the end of their last term.

Terms of directors shall be staggered, with one third (1/3rd) of the directors being elected at each annual members' meeting. Each director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor is elected and qualified. In the event of an increase in the number of directors, the new terms will be staggered to ensure a continuing rotation of directors.

SECTION 5. COMPENSATION

Directors and members of committees of the board may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

SECTION 6. RESTRICTIONS REGARDING DIRECTORS

(a) Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this section, "interested persons" means either:

(i) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(ii) 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 any such person.

However, any violation of this section shall not affect the validity or enforceability of transactions entered into by the corporation.

(b) No director of the corporation nor any other corporation, firm, association, or other entity in which one or more of the corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (i) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction, (ii) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors, (iii) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances, and (iv) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

(c) This section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (i) is approved or authorized by the corporation in good faith and without unjustified favoritism and (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the corporation.

(d) The corporation 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 corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

SECTION 7. NOMINATIONS

The chairman of the board or, if none, the president shall appoint a committee to nominate qualified candidates for election to the board at least 60 days before the date of any election of directors. The nominating committee shall make its report at least 30 days before the date of the election or at such other time as the board may set and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

When there are 500 or more members of the corporation, members representing two percent (2%) of the voting power may nominate candidates for directors by petition. The petition must be signed by those members within 11 months preceding the next time directors are to be elected, and delivered to an officer of the corporation. On timely receipt of the petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of the candidates chosen by the nominating committee. When a meeting is held for the election of directors, any member present at the meeting may place names in nomination.

The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

If more people have been nominated for director than can be elected, no corporate funds may be expended to support a nominee without the board's authorization.

SECTION 8. COMMITTEES

(a) 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 and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may do the following:

(i) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;

(ii) Fill vacancies on the board or any committee of the board;

(iii) Fix compensation of the directors for serving on the board or on any committee;

(iv) Amend or repeal bylaws or adopt bylaws;

(v) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;

(vi) Create any other committees of the board or appoint the members of the committees of the board; or

(vii) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected.

(b) Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, 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 not, 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. If the board has not adopted rules, the committee may do so.

SECTION 9. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board, or at such place within or without the State of California which has been designated from time to time by resolution of the board of directors.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

(a) Each director participating in the meeting can communicate with all of the other directors concurrently;

(b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

(c) The corporation adopts and implements some means of verifying (i) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and (ii) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 10. REGULAR AND ANNUAL MEETINGS

General meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Immediately after each annual meeting of members, the board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

SECTION 11. SPECIAL MEETINGS

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two directors.

SECTION 12. NOTICE OF MEETINGS

Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice, (b) first class mail, postage pre-paid, (c) telephone, including voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, (d) facsimile, (e) electronic mail, or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least three (3) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

Notice of the time and place of holding an adjourned meeting need not be given unless the original 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 meeting, to the directors who were not present at the time of adjournment.

SECTION 13. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 14. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver or notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice.

SECTION 15. QUORUM FOR MEETINGS

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit 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 majority of directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original 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 meeting, to the directors who were not present at the time of the adjournment.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting.

SECTION 16. CONDUCT OF MEETINGS

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in her absence, the president of the corporation or, in her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such rules and procedures as adopted by the board, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, the articles of incorporation of this corporation, or provisions of law.

SECTION 17. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents 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 the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 18. VACANCIES

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director; (2) on the declaration by resolution of the board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by a final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (3) on the vote of the members; (4) whenever the number of authorized directors is increased; or (5) on the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, or the secretary of the board of directors. The resignation shall be effective when the notice is given unless the notice specifies a later time for the effectiveness of such resignation. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

Except for a vacancy created by the removal of a director by the members, 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 (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waiver of notice complying with the Corporations Code, or (3) a sole remaining director.

Any reduction of the authorized number of directors shall not result in any director being removed before her term of office expires.

SECTION 19. REMOVAL

Any director who does not attend three successive board meetings will automatically be removed from the board without board resolution unless (a) the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting (if such leave is granted, the number of board directors will be reduced by one in determining whether a quorum is or is not present), (b) the director suffers from an illness or disability that prevents her from attending meetings and the board by resolution waives the automatic removal procedure herein, or (c) the board by resolution of the majority of board members must agree before a director who has missed three meetings may be reinstated.

SECTION 20. INDEMNIFICATION

To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees and other persons described in the relevant section of the Corporations Code, 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 such section of the Corporations Code, 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 bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under the relevant Corporations Code, the board shall promptly decide under the Corporations Code whether the applicable standard of conduct set forth in the Corporations Code 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 prevent the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At

that meeting, the members shall determine, under the relevant Corporations Code section, whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person 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 in these bylaws 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 found that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 21. INSURANCE FOR CORPORATE AGENTS

The corporation 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 liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE 6 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a president, a secretary, and a chief financial officer who shall be designated the treasurer. The corporation, at the board's discretion, may also have a chairperson of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under these bylaws. Any number of offices may be held by the same person except that neither the secretary nor the chief financial officer may serve concurrently as either the president or chairperson of the board.

SECTION 2. ELECTION

Officers of the corporation must be members in good standing of the corporation. Officers, except those appointed pursuant to these bylaws, shall be chosen by the board of directors, and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract.

SECTION 3. SUBORDINATE OFFICERS

The board of directors may appoint and authorize the chairman of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

SECTION 4. REMOVAL AND RESIGNATION

Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

Any officer may resign at any time by giving written notice to the board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

SECTION 5. VACANCIES

Any vacancy in an office caused by the death, resignation, removal, disqualification, or otherwise, shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however that vacancies need not be filled on an annual basis.

SECTION 6. CHAIRMAN OF THE BOARD

If a chairman of the board is elected, she shall preside at board meetings and shall exercise and perform such other powers and duties as the board may assign from time to time. If there is no president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation set forth in these bylaws.

SECTION 7. PRESIDENT

The president shall be the chief executive officer of the corporation and shall, subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board of directors, supervise, direct, and control the affairs and activities of the corporation and its officers. The president shall have such other powers and duties as the board or the bylaws may require. In the absence of the chairman of the board, the president shall preside at all meetings of the board of directors. The president shall preside at all meetings of the members.

SECTION 8. VICE PRESIDENT

In the absence or disability of the president, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as the board or the bylaws may require.

SECTION 9. SECRETARY

The secretary shall:

(a) Keep or cause to be kept at the principal California office, a copy of the articles of incorporation, as amended to date.

(b) Certify and keep at the principal office of the corporation the original or a copy of these bylaws as amended or otherwise altered to date.

(c) Keep or cause to be kept at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings, proceedings and actions of the board and of members meetings. The minutes of the meetings shall include the time and place that the meeting was held, whether the meeting was annual, general, or special, and if special, how authorized, the notice given, the names of persons present at board and committee meetings, and the number of members present or represented at members' meetings.

(d) Keep or cause to be kept at the principal office of the corporation or at a place determined by resolution of the board, a record of the corporation's members showing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

(d) Give or cause to be given, notice of all meetings of members of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and duties as the board or the bylaws may require.

SECTION 10. CHIEF FINANCIAL OFFICER

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board.

The chief financial officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, (b) disburse the corporation's funds as the board may order, (c) render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and (d) have such other powers and perform such other duties as the board or the bylaws may require.

If requested by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the chief financial officer on her death, resignation, retirement, or removal from office.

SECTION 11. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that she is also a director of the corporation, provided, however, that such compensation paid to a director for serving as an officer of this corporation shall only be allowed if permitted under these bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 7 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD

The board of directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members;
- (b) The filling of vacancies on the board or on any committee that has the authority of the board;
- (c) The fixing of compensation of the directors for serving on the board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable;
- (f) The appointment of committees of the board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two (2), the number of its members, and fill vacancies therein from the members of the board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 8 CORPORATE RECORDS

SECTION 1. MEMBERS' INSPECTION RIGHTS

Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(a) Inspect and copy the records of all members' names, addresses, and voting rights during usual business hours upon five (5) days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; and

(b) Obtain from the secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available on or before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this section, it may deny the member access to the membership list.

Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

SECTION 2. ACCOUNTING RECORDS AND MINUTES

On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. The right of inspection extends to the records of any subsidiary of the corporation.

SECTION 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

SECTION 4. DIRECTORS' RIGHT TO INSPECT

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

SECTION 5. ANNUAL REPORT

The board shall cause an annual report to be sent to the members and directors within one hundred and twenty (120) days after the end of the corporation's fiscal year. The report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 6 of this Article; and
- (f) An independent accountants' report or, if not, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

The requirement of an annual report shall not apply if the corporation receives less than TWENTY-FIVE THOUSAND DOLLARS (\$25,000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing. If the board approves, the corporation may send the report and accompanying material sent pursuant to this section by electronic transmission.

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall, within one hundred and twenty (120) days after the end of the corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the corporation, or its parent or its subsidiary, was a party, and (ii) in which an “interested person” had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either:

(1) Any director or officer of the corporation, or its parent or its subsidiary (a mere common directorship shall not be considered such an interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the name of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership needs to be stated.

(b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under these bylaws, unless that indemnification has already been approved by the members under Corporation Code Section 5238(E)(2).

ARTICLE 9 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on October 1st and end on September 30st each year., or such other period as determined by resolution of the board.

The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code Section 4942, shall not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d), shall not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c), shall not make any investments in a manner as to subject it to tax under Internal Revenue Section 4944, and shall not make any taxable expenditures as defined Internal Revenue Code Section 4945(d).

ARTICLE 10 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

(a) Subject to the members’ rights under these bylaws and the limitations set forth below, the board may adopt, amend or repeal bylaws unless doing so would materially and adversely affect the member’s rights as to voting or transfer.

(b) Without the approval of the members, the board may not adopt, amend, or repeal any bylaw that would:

- (i) Fix or change the authorized number of directors;
 - (ii) Fix or change the minimum or maximum number of directors;
 - (iii) Change from a fixed number of directors to a variable number of directors or vice versa;
 - (iv) Increase or extend the terms of directors;
 - (v) Allow any director to hold office by designation or selection rather than by election by the members;
 - (vi) Increase the quorum for members' meetings;
 - (vii) Repeal, restrict, create, expand or otherwise change proxy rights; or
 - (viii) Authorize cumulative voting.
- (c) If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

ARTICLE 11 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES

Amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of the members of this corporation.

ARTICLE 12 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

Any person dedicated to the purposes of the corporation shall be eligible for membership on approval of the membership application by the board and on timely payment of such dues and fees as the board may fix from time to time.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon submission and approval of the membership application in the form and manner as prescribed by the board and upon payment of the application fee and/or first annual dues, as specified in the following sections of this bylaw.

SECTION 4. FEES AND DUES

(a) Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class of members.

(b) Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

SECTION 5. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 6. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death, resignation or termination of membership.

SECTION 7. SUSPENSION OF MEMBERSHIP

A member may be suspended based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

A person whose membership is suspended shall not be a member during the period of suspension.

SECTION 8. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(i) Upon resignation of the member;

(ii) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;

(iii) Upon the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation; or

(iv) Upon a failure to pay dues, fees or assessments as set by the board within thirty (30) days after they are due and payable.

(b) Following the determination that a member should be expelled under subparagraph (a)(ii) or (iii) of this section, the following procedure shall be implemented:

(i) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(ii) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held or the written statement considered by the board of directors or by a committee of the board of a person authorized by the board to determine whether the suspension or termination should occur. The notice to the member of her proposed expulsion shall state the date, time, and place of the hearing on her proposed expulsion.

(iii) Following the hearing, the board of directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the board, committee or person shall be final.

(iv) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

(v) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination.

SECTION 9. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 10. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 13
MEETINGS OF MEMBERS**

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the board of directors. The board of directors may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

SECTION 2. AUTHORITY FOR ELECTRONIC MEETINGS

If authorized by the board of directors in its sole discretion, and subject to the requirements of consent in Corporations Code Section 20(b) and guidelines and procedures the board of directors may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person, and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these bylaws.

SECTION 3. REQUIREMENTS FOR ELECTRONIC MEETINGS

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (a) if the corporation implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings, and (b) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by a corporation to a member pursuant to Corporations Code Section 20(b) for consent to conduct a meeting of members by electronic transmission by and to the corporation shall include a notice that absent consent of the member pursuant to Corporations Code Section 20(b), the meeting shall be held at a physical location in accordance with these bylaws.

SECTION 4. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually in March of each year, unless the board of directors fixes another date and so notifies the members pursuant to these bylaws. At the meeting, directors shall be elected and other proper business may be transacted.

Other regular meetings of the members shall be at such a time and place as designated by the board of directors.

If the day fixed for the annual meeting or other regular meetings falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

SECTION 5. SPECIAL MEETINGS OF MEMBERS

(a) Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

(b) A special meeting called by any person entitled to call a meeting (other than the board) shall be called by written request, specifying the general nature of the of the business proposed to be transacted, and submitted to the chairman of the board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote as provided in these bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided however, that the meeting date shall be at least 35 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

(c) No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 6. NOTICE OF MEETINGS

Except as otherwise provided herein, (a) Notice of any meeting of members shall be in writing and shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting.

(b) The notice shall be given either personally or by first class, registered, or certified mail, or other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office, or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located. An affidavit of the mailing of any notice of any members' meeting, or the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

(c) Notice given by electronic transmission by the corporation shall be valid only:

(i) If delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (2) posting on an electronic message board or network that the corporation has designated for those communications, together with separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (3) other means of electronic communication.

(ii) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(iii) If it creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(2) Notwithstanding the foregoing,

(a) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements of applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 USC 7001(c)(1)).

(b) Notice shall not be given by electronic transmission by the corporation after either of the following: (i) the corporation is unable to deliver two consecutive notices to the member by that means or (ii) the inability to so deliver the notices to the member becomes known to the secretary, assistant secretary, or any other person responsible for the giving of notice.

(d) Notice of a membership meeting shall state the place, date, and time of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. Notice shall state those matters which the board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(e) The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each member entitled to vote, not present, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal. A member's attendance at a meeting shall also constitute a waiver or notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of meeting but not so included, if that objection is expressly made at the meeting.

(f) If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (i) Removal of directors without cause;
- (ii) Filling of vacancies on the board by members;
- (iii) Amending the articles of incorporation;
- (iv) An election to voluntarily wind up and dissolve the corporation;
- (v) Approval of a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a material financial interest; or
- (vi) Approval of a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the corporation is in the process of winding up.

SECTION 7. QUORUM FOR MEETINGS

A quorum shall consist of twenty percent (20%) of the voting members of the corporation. If, however, the attendance at any general or annual meeting, is less than one third of the voting power, the members may vote only on matters as to which notice of their general nature was given under these bylaws. Except as otherwise required by law, the articles, or these bylaws, the members present at a duly called and held meeting at which a quorum is initially present may continue to transact business until adjournment notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum (other than adjournment) must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

SECTION 8. MAJORITY ACTION AS MEMBERSHIP ACTION

If a quorum is present, the affirmative vote or a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members, unless the law, the articles of incorporation of this corporation, or these bylaws require the vote of a greater number.

SECTION 9. VOTING ELIGIBILITY; MANNER OF VOTING

Subject to the California Non Profit Public Benefit Corporation Law, members in good standing on the record date as determined in accordance with these bylaws shall be entitled to vote at any meeting of members. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. Voting may be made by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

SECTION 10. PROXY VOTING

The voting of a member by proxy is not allowed.

SECTION 11. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson, by the president of the corporation or, in her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by rules and procedures as established from time to time by the board of directors, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with any provision of law.

SECTION 12. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if (a) the written ballot of every member is solicited, (b) the required number of signed approvals setting forth the action so taken is received, and (c) these bylaws are complied with. The corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of these bylaws. All ballots shall set forth the proposed action, provide the members an opportunity to specify approval or disapproval of each proposal, and provide a reasonable time in which to return the ballot to the corporation. If the corporation has 100 or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted. All written ballots shall be filed with the secretary of the corporation and maintained in the corporation records for at least five years.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 13. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as directors;
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee’s qualifications and the reasons for the nominee’s candidacy;

(c) A reasonable opportunity for all nominees to solicit votes; and

(d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following: (i) inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or (ii) obtain from the secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the board of directors shall be nominated at the annual meeting of members held for the purpose of electing directors by any member present at the meeting. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the board of directors.

If this corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Public Benefit Corporation Law shall be followed by this corporation in nominating and electing persons to the board of directors.

SECTION 14. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 15. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

CERTIFICATE

I certify that I am the duly elected and acting Secretary of the corporation; that these bylaws, consisting of 24 pages, are the bylaws of the corporation as adopted by the board of directors on _____, and these bylaws have not been amended or modified since that date.

Dated: _____

Secretary