

BYLAWS

PASADENA SISTER CITIES COMMITTEE, INC.
(a California nonprofit public benefit corporation)

SUCCESSOR TO THE PASADENA SISTER CITIES COMMITTEE,
an unincorporated organization created by the City of Pasadena, California, in August 1960.

Submitted and approved
June 19, 2014

ARTICLE I.

NAME; OFFICES

1. Corporate Name. The name of this corporation is PASADENA SISTER CITIES COMMITTEE, INC.
2. Principal Office. The principal office for the transaction of the activities and affairs of this corporation is located at 100 North Garfield Avenue, Room S228, City of Pasadena, Los Angeles County, California. 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.
3. Other Offices. The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE II. PURPOSE, DEFINITIONS, DEDICATION OF ASSETS

1. Purposes. The purposes of this corporation are: (a) the promotion of peace through international Sister City relationships that foster mutual respect, understanding, and cooperation, one individual and one community at a time; and (b) the promotion of the goals of Sister Cities International.
2. Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.
3. Irrevocable Dedication of Assets. This corporation's assets are irrevocably dedicated to charitable and educational 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 501(c)(3).

ARTICLE III. QUALIFICATIONS AND CLASSES OF MEMBERSHIPS

1. Membership. This corporation shall have one class of members, designated as Regular Members. Any person supporting the purposes and goals of the corporation shall be eligible for membership as a Regular Member 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.
2. Membership Rights. Regular Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the

corporation. In addition, Regular Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

3. Nonvoting Members. This corporation may refer to persons of the Honorary Member and Student Member classes or other persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in Article III, Sections 1 and 2 of these bylaws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code ' 5056 unless that person or entity shall have qualified for a voting membership under Article III, Section 1 of these bylaws. References in these bylaws to "members" shall mean members as defined in Corporations Code ' 5056; i.e., Regular Members.

Honorary Members are those persons that the corporation wants to recognize for exceptional contributions to the purposes and goals of the corporation. Honorary Members have no voting rights are not eligible to be a director or officer of the corporation, and have no membership obligations.

Student Members are persons who are a full-time student (full-time in secondary school, or a minimum of nine semester hours in college) who submit an application for approval by the board as a Student Member and proof of fulltime student status. The dues, fees, and assessments in amounts to be fixed from time to time by the board. Student Members are not eligible to be a director or officer of the corporation and have no voting rights, except that the chair of a student-led subcommittee shall have the voting rights given to Regular Members.

4. Dues, Fees, and Assessments. 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, but the board may, in its discretion, set different dues, fees, and assessments for each class.

5. Good Standing. 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.

6. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the member;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (3) The member's failure to pay dues, fees, or assessments as set by the board after they are due and payable;
- (4) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (5) Termination of membership under Article III, Section 8 of these bylaws 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 rules of conduct of

the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

7. Suspension of Membership. A member may be suspended, under Article III, Section 8 of these bylaws, 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.

8. Procedure. If grounds appear to exist for suspending or terminating a member under Article III, Sections 6 and 7 of these bylaws, the following procedure shall be followed:

(1) The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.

(3) The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.

(4) 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.

9. Memberships as Not Transferable. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

10. Standing Ad-Hoc Member Committees. The corporation shall have the following standing ad-hoc member committees:

(1) Bylaws: Shall be responsible for reviewing suggested changes to the bylaws and submit them as appropriate but not later than August of any fiscal year to effect as stated.

(2) Fundraising: Shall be responsible for obtaining funds outside of the corporations' membership.

(3) Hospitality: Shall be responsible for, but not limited to, arranging the annual year-end gathering, controlling the issuance of Rose Parade tickets, assisting city affiliation subcommittee with hospitality for incoming delegations, and like activities.

(4) Membership: Shall be responsible for processing, approving and introducing applicants for membership to other members.

(5) Publicity: Shall be responsible for news items related to activities of the corporation.

(6) Student Exchange: Shall be responsible for the summer exchange student program and for coordinating with the Sister City affiliations committees for intern matters and other student related matters.

(7) One for each Sister City Affiliation.

11. Term for Ad-Hoc Member Committees. All ad-hoc member committees, whenever created, will terminate on December 31 of each year, whether a committee has made a report back to the board or the members during corporation's fiscal year. Ad-hoc member committees may be renewed on January 1 of the following year in which they were created at the discretion of the board or the members.

12. Ad-Hoc Member Committee for New Sister City Affiliation. An ad-hoc committee may be established by the members to explore a new Sister City affiliation. Before a new Sister City affiliation can be established, a support group of at least ten (10) new active members pledged to the success of the new affiliation must be formed. This ad-hoc committee will be responsible for all efforts to attract a new affiliation provided the board or the members first approve the committee's actions. The ad-hoc committee should demonstrate over one year's time that the additional Sister City affiliation is sustainable with ongoing interest.

ARTICLE IV. MEETING OF MEMBERS

1. Annual Meeting. An annual meeting of members shall be held in December of each year on the date and time the board fixes and so notifies members as provided in these bylaws. At the meeting, directors shall be elected and other proper business may be transacted.

2. Location of Meetings. Meetings of the members shall be held at any place within or outside California designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office. The board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

3. Special Meetings. The board or the chair of the board, if any, or the President, or 5 percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.

4. Special Meetings. A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the chair 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, stating that a meeting will be held at a specified time and date fixed by the board. However, the meeting date shall be at least 35 but no more than 90 days after 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. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

5. Written Notice Required. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour 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. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

6. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the board;
- (3) Amending the articles of incorporation; or
- (4) Electing to wind up and dissolve the corporation.

7. Notice Requirements. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

8. Affidavit of Mailing. An affidavit of the mailing of any notice of any members' meeting, or of 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.

9. Quorum. Twenty percent (20%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. Except as otherwise required by law, the articles, or these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any

action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

10. Eligibility to Vote. Subject to the California Nonprofit Public Benefit Corporation Law, Regular Members in good standing on the record date as determined under Article IV, Sections 21 and 22 of these bylaws shall be entitled to vote at any meeting of members.

11. Manner of Voting. Voting may be 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.

12. Number of Votes. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

13. Majority Approval. If a quorum is present, the affirmative vote of 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 vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

14. Waiver of Notice or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present in person, and (2) either before or after the meeting, each member entitled to vote, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Article IV, Section 6 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of 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 the meeting but not so included, if that objection is expressly made at the meeting.

15. Action by Unanimous Written Consent. 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 a unanimous vote of the members.

16. Action by Written Ballot. Any action, except election of directors, which members may take at any meeting of members may also be taken without a meeting.

17. Solicitation of Ballots. This corporation shall distribute one written ballot to each member entitled to vote on the matter. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by

which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the corporation.

18. Approval Requirements. Approval by written ballot shall be valid only when (1) 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 specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

19. Written Ballots Are Irrevocable. A written ballot may not be revoked.

20. Filing of Ballots. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least five (5) years.

21. Record Date. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for

(1) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;

(2) Voting at a meeting shall be no more than 60 days before the date of the meeting;

(3) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

(4) Taking any other action shall be no more than 60 days before that action.

22. Record Date. If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Article IV, Sections 21 and 22 of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

23. No Proxies. No member entitled to vote shall have the right to do so by a written proxy.

24. Adjournment; Notice. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting in person. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after 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. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

ARTICLE V. BOARD OF DIRECTORS

1. General Powers of Board. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

2. Specific Powers of Board. Without prejudice to the general powers set forth in Article V, Section 1 of these bylaws, but subject to the same limitations, the board shall have the power to do the following:

(1) Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and 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.

(2) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified 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.

(3) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates

Notwithstanding the above, the Board shall not borrow money and shall not incur indebtedness on the corporation's behalf and shall not 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.

3. Number and Qualifications of Directors. The authorized number of directors shall be sixteen (16). Directors must be Regular Members in good standing. The directors of the corporation shall consist of the President, Vice President, Secretary, Treasurer, the chairpersons and vice-chairpersons of each Sister City

affiliation committee, the chairperson of the Student Exchange committee, and a board member of Southern California Sister Cities if the board member is also a Regular Member of the corporation.

The office that is to be filled by a board member of Southern California Sister Cities shall be designated by the President and shall hold office for one (1) year. If there is no Regular Member of the corporation that is on the Southern California Sister Cities board of directors, this office may be left vacant.

4. Term. Term of office for all directors shall be one (1) year. No director may serve more than six (6) consecutive terms on the board. After a one-year interval off the board, a director may be eligible to serve up to another six (6) consecutive terms on the board.

5. Interested Persons as Directors. No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (1) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) 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 such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

6. Nominations by Committee. Annually in October, an ad-hoc nominating committee of three (3) or more members shall be named by the President and approved by the Regular Members at the October members meeting. One director from the board shall be a member of the nominating committee and the other members of the nominating committee should not be a present director. The President shall not be a member of the nominating committee. At the next member's meeting in November, the nominating committee will report back with the names of nominees to the members and at this members' meeting any member present at the meeting in person may make nominations from the floor. The Secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee. Election of the directors shall take place at the December annual members' meeting and the directors elected at the annual meeting shall take office January 1st.

7. Nominee's Right to Solicit Votes. 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.

8. Election of Directors. Except for the director who is appointed because of his or her position on the board of directors of the Southern California Sister Cities, all directors shall be elected at each annual members' meeting, to hold office until the next annual member's meeting. However, if directors are not elected at an annual meeting, they may be elected at any special members' meeting held for that purpose or by written ballot. 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.

9. Vacancies on Board. A vacancy or vacancies on the board of directors shall occur in the event of (1) the death, removal, or resignation of any director; (2) 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 final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (3) the vote of the members or, if the corporation has fewer than 50 members, the vote of a majority of all members, to remove the director(s); (4) the increase of the authorized number of directors; or (5) 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.

10. Resignation of Directors. Except as provided below, any director may resign by giving written notice to the chair of the board, if any, or to the President or the Secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. 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. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

11. Removal of Directors. Any director who does not attend two board meetings may be removed from the board by Board resolution. The board by resolution of the majority of board members may agree to reinstate this director who has missed more than two meetings.

12. Vacancies Filled by Board. 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 according to notice or waivers of notice complying with Corporations Code ' 5211, or (3) a sole remaining director. Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

13. Location of Board Meetings. Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

14. Meetings by Telecommunication. Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(1) Each member participating in the meeting can communicate concurrently with all other members.

(2) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

15. Annual Meeting of Board. Immediately after each December annual meeting of members, the board shall hold a general meeting for purposes of organization, and transaction of other business. Notice of this meeting is not required.

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

16. Special Meetings. Special meetings of the board for any purpose may be called at any time by the chair of the board, if any, the President or any Vice President, the Secretary, or any two directors.

17. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a 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; (4) facsimile; (5) electronic mail; or (6) 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 5 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.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

18. Quorum. 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 (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the board, and (4) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

19. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of 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 waivers, consents, and 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 to him or her.

20. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

21. Notice of Adjourned 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 the adjournment.

22. Board Action without Meeting. An action required or permitted to be taken by the board may be taken without a meeting if all directors individually or collectively consent in writing to that action and if, subject to Corporations Code ' 5224(a), the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as an unanimous vote of the directors. For purposes of Corporations Code ' 5211(b) only, "all directors" does not include an "interested director" as defined in Corporations Code 5233(a) or a "common director" as described in Corporations Code ' 5234(b) who abstains in writing from providing consent, when (i) the facts described in Corporations Code ' 5233(d)(1) or (d)(2) are established or the provisions of Corporations Code ' 5233(a) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the corporation; and (iii) the noninterested or noncommon directors approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

23. Director Compensation. Directors and members of committees of the board shall not receive compensation for their services as directors or committee members. Directors and members of committees may receive reimbursement of expenses as the board may establish by resolution to be just and reasonable to the corporation at the time that the resolution is adopted.

24. Director Voting. Each director shall have one vote on each matter presented to the board of directors for action. No director may vote by proxy.

25. Board Committees. 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:

- (1) 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;
- (2) Fill vacancies on the board or any committee of the board;
- (3) Fix compensation of the directors for serving on the board or on any committee;
- (4) Amend or repeal bylaws or adopt new bylaws;
- (5) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;

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

(7) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code ' 5233(d)(3).

26. Executive Committee. Pursuant to Article V, Section 25 of these bylaws, the board may appoint two or more directors of the corporation to serve as the executive committee of the board. The executive committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the executive committee shall not have the authority of the board in reference to those matters enumerated in Article V, Section 25 . All actions of the executive committee shall be reported to and ratified by the full board at the next duly scheduled board meeting.

27. Committee Meetings. 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 board committees and the calling of special meetings of board committees may be set either by board resolution or, if none, 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.

ARTICLE VI. OFFICERS

1. Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Officers of the corporation must be Regular Members in good standing. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the President. Officers shall serve without compensation, but may receive reimbursement of expenses as the board may establish by resolution to be just and reasonable to the corporation at the time that the resolution is adopted.

2. Election of Officers. The officers of this corporation shall be chosen annually by the Regular Members at the December annual members' meeting. The term of office for all officer positions shall be one year. No officer may serve more than three consecutive terms in one office.

3. Removal of Officers. The Regular Members may remove any officer with cause.

4. Resignation of Officers. Any officer may resign at any time by giving written notice to the board and the members. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

6. Responsibilities of President. Subject to such supervisory powers as the board may give to the chair of the board, if any, and subject to the control of the board, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all members' meetings and, in the absence of the chair of the board, or if none, at all board meetings. The President shall have such other powers and duties as the board or the bylaws may require.

7. Responsibilities of Vice President. If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and duties as the board or the bylaws may require.

8. Responsibilities of Secretary. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of 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.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership.

The Secretary shall 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 perform such other duties as the board or the bylaws may require.

9. Responsibilities of Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer 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 books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall (1) 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; (2) disburse the corporation's funds as the board may order; (3) render to the President, chair 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 (4) have such other powers and perform such other duties as the board or the bylaws may require.

If required by the board, the Treasurer 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 Treasurer on his or her death, resignation, retirement, or removal from office.

ARTICLE VII. TRANSACTIONS WITH DIRECTORS AND OFFICERS

1. Contracts with Directors. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this 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 (1) 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; (2) 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; (3) 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 (4) 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.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism and (2) 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 this corporation.

2. Loans to Directors and Officers. This 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 his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

3. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code ' 5238(a), 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 that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this 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 Corporations Code ' 5238(b) or ' 5238(c), the board shall promptly decide under Corporations Code ' 5238(e) whether the

applicable standard of conduct set forth in Corporations Code ' 5238(b) or ' 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code ' 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy 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 by 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.

4. Insurance. This 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 VIII. CORPORATION RECORDS AND REPORTS

1. Corporate Records. This corporation shall keep the following:

- (1) Adequate and correct books and records of account;
- (2) Minutes of the proceedings of its members, board, and committees of the board;
- (3) A record of each member's name, address, and class of membership.

and

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

2. 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:

- (1) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or
- (2) Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that 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 to the member on or before the later of 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 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.

3. Inspection of 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 the 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. This right of inspection extends to the records of any subsidiary of the corporation.

4. Inspection of Articles and Bylaws. This 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.

5. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. 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 books, records, and documents of every kind.

6. Annual Report. The board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds;
- (3) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

- (4) The corporation's expenses or disbursements for both general and restricted purposes;
- (5) Any information required by Article VIII, Section 7 of these bylaws; and
- (6) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$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 any accompanying material sent pursuant to this section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Govt C ' ' 12580-12599.7 includes the information required in the annual report, then the corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

7. Annual Statement. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall, within 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:

(1) Any transaction (a) in which the corporation, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) that 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

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

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

The statement shall include a brief description of the transaction, the names 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 need be stated.

(2) Any indemnifications 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 Corporations Code ' 5238(e)(2).

