

Bylaws of Santa Clara Aquamaids Synchronized Swimming Club Inc.

BYLAWS OF

SANTA CLARA AQUAMAIDS SYNCHRONIZED SWIMMING CLUB

A California Nonprofit Public Benefit Corporation

As Amended and Restated on December 16, 2013

A. Location of Offices. The name of this corporation is Santa Clara Aquamaids Synchronized Swimming Club (“Club”). It is a California nonprofit public benefit corporation with principal offices at 1600 Martin Avenue, Santa Clara, California.

B. Purpose. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes of this corporation are to (1) assist and encourage young people in their moral, mental, and physical development; (2) assist and encourage interest in swimming, particularly synchronized swimming and water ballet; (3) develop attitudes of sportsmanship, fair play, and clean living; and (4) engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of purposes contained in this Article is intended to be exclusive of any and all other purposes, this corporation being formed for those public and charitable purposes only.

C. Membership. The members of this corporation shall consist of families who have (1) complied with the requirements set forth in Section 1 of this Article, (2) properly presented themselves for membership in accordance with the procedures determined by the Directors, and (3) been enrolled as members on the membership roster. No family may hold more than one membership. Membership in this corporation shall not vest in any member any distributions from this corporation during the existence of this corporation, but shall only entitle the member to vote at meetings of the members. Membership shall not be assignable inter vivos by any member, nor shall membership vest to any personal representative, heir, or devisee.

1. Requirements for Membership. To be a member, a family must (a) pay the annual dues and assessments, (b) include at least one individual who actively participates in the synchronized swimming program of the Club, (c) include at least one individual who participates on a regular basis in the activities of the organization, and (d) otherwise fully comply with the organization’s principles.

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2. Removal of Members. The membership of any family shall cease on the happening of any of the following events: (a) the member's resignation; (b) the failure of the member to pay dues assessments in a timely fashion after notice of the same; (c) the failure of the member to include at least one individual who actively participates in the synchronized swimming program of the Club; (d) the failure of the member to include at least one individual who actively participates in the activities of the organization; or (e) the failure of the member to otherwise fully comply with the organization's principles. No removal may be done unless in good faith and in a fair and reasonable manner. Except in the case of subdivision (a) of this Section, the member shall be notified (at least 15 days prior to being removed from the membership list) of the fact that the family will be removed as a member and the reasons there for. If the member does not pay the dues or otherwise contact this corporation within ten days of the notice to protest the removal, the member shall be removed from the membership list. If the member timely files a protest, the member shall be given an additional five days to present a written explanation/objection for presentation to the Board of Directors who shall consider the written explanation/objection prior to making a final decision on whether or not the member shall be removed.

3. Booster Club Associate Members. Booster Club Associate Members and their privileges are defined in this Section 3. Nothing contained in this Article shall be construed to limit the right of the corporation to refer to persons associated with the corporation as "members" even though such persons are not corporate members and no such reference in or outside these Bylaws shall constitute anyone being a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles of Incorporation or of these Bylaws some or all of the rights of a member, on any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles of Incorporation or Bylaws, but this person shall not be a member within the meaning of Section 5056. Booster Club Associate Members may be admitted from time to time by the corporation. Persons who are (a) extended family of members of the corporation, (b) former members of the corporation, (c) friends and supporters of the purposes of the corporation, (d) honorary members of the corporation [as selected by the Board of Directors in recognition of their service to the Club and/or amateur synchronized swimming], or (e) known by the members of the corporation and who are active participants in the recreational or satellite programs of the corporation, shall be eligible for Booster Club Associate Membership on approval of a membership application and on timely payment of such dues as the board may fix from time to

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time. Those Booster Club Associate Members admitted to the corporation do not constitute a legislative body, nor do they constitute corporate members in the corporation and they cannot vote, pass resolutions binding upon the corporation, nor shall they have any equity in the real property of the corporation, or rights to vote on its disposal. The board shall have the discretion to remove a Booster Club Associate Member at any time.

4. Place of Meetings. Notwithstanding anything to the contrary in these Bylaws, any meeting (whether regular, special, or adjourned) of the members of this corporation may be held at any place within or without the State of California that has been designated by the Board of Directors as the place of meetings.

5. Regular Meetings. The regular annual meeting of the members, of which no notice need be given, shall be held at the principal office of this corporation (as the same shall be from time to time designated in the minutes of the Directors) at 1:00 p.m. on the Sunday of the second or third week of the third month following the Club's fiscal year end. The Directors may designate a different time, date, or location, in which case notice must be given in the manner specified for special meetings. At the regular annual meeting, the members shall consider reports of the affairs of this corporation and transact other business as may properly be brought before the meeting, including but not limited to the election of Directors of this corporation.

6. Special Meetings. Special meetings of the members may be called at any time by order of the President or of any Vice President or of the Secretary, or of two or more members or of the Board of Directors.

7. Notice of Special Meetings. Written notice of special meetings of members shall be given (a) personally, by electronic transmission by this corporation, or by mail or other means of written communication addressed to the member at the address of such member appearing on the books of this corporation or given by the member to this corporation for purpose of notice or (b) if no such address appears or is given, at the place where the principal office of this corporation is located or (c) by publication at least once in a newspaper of general circulation in the county in which the principal office is located. Notice of any meeting of members shall specify the place, the day, and the hour of meeting and, in case of a special meeting, the general nature of the business to be transacted.

8. Quorum. At all meetings of the members (whether regular, special, or adjourned), the presence in person or by proxy of a majority of the members shall constitute a quorum for the transaction of business.

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9. Adjournments. Any business that might be done at a regular meeting of the members may be done at a special or at an adjourned meeting. If no quorum is present at any meeting of the members, the meeting may be adjourned by those present from day to day or from time to time until a quorum is obtained. In this case, no notice need be given of such adjourned meeting.

10. Waiver and Consent. The transaction of any meeting of members, however called or noticed, shall be as valid as though conducted at a meeting duly held after regular call and notice if a quorum is present and each of the members not present in person signs, either before or after the meeting, a written (a) waiver of notice, (b) a consent to the holding of the meeting, or (c) approval of the minutes of the meeting. Any action that may be taken at a meeting of the members may be taken without a meeting if authorized by a writing (i) signed by all the members who would be entitled to vote at a meeting for such purpose and (ii) filed with the Secretary of this corporation.

11. Action Without A Meeting/Ballots. Any action required or permitted to 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 in writing (setting forth the actions so taken) is received, and (c) the other requirements of this Section are satisfied. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted. Approval by written ballot pursuant to this Section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted 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 ballots cast.

12. Absentee Ballots. Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular or special meeting of members. These ballots may be used by voting members in good standing who are unable to attend and who request the ballots.

13. Voting Rights. Only persons whose names stand on the membership records of this corporation on the day of any meeting of members shall be entitled to vote at such a meeting. Every member entitled to vote at any election for Directors shall be entitled to one vote.

14. Proxies. Every member entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by

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the member or his or her duly authorized agent and filed with the Secretary of this corporation.

D. Directors. Subject to the pertinent limitations of the Articles of Incorporation of this corporation (“Articles”), these Bylaws, the California Corporations Code, all the activities and affairs of this corporation shall be exercised by or under the direction of the Board of Directors.

1. **Enumerated Powers.** Without prejudice to the general powers of the Board of Directors, but subject to the pertinent limitations of the Articles, these Bylaws, and the California Corporations Code, it is hereby expressly declared that the Board of Directors shall have the following powers, in addition to the other powers enumerated in these Bylaws:

a. to select and remove the officers, agents, and employees of this corporation and prescribe such duties, terms of office, and compensation (if any) for the officers, agents, and employees of this corporation as may not be inconsistent with law, the Articles, or these Bylaws.

b. to make such disbursements from the funds and properties of this corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles and generally to conduct, manage, and control the activities and affairs of this corporation and to make such rules and regulations therefor as may not be inconsistent with law, the Articles, or these Bylaws.

c. to adopt, make, and use a corporate seal and to alter the form of such seal from time to time.

d. to borrow money and incur indebtedness for the purposes of this corporation and to execute and deliver or cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt or securities of this corporation.

e. to the extent permitted by the exempt status of this corporation, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which this corporation may legally engage.

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2. Number of Directors. Unless otherwise provided in the Articles, the number of Directors of this corporation shall be not less than seven (7) nor more than nine (9), and the exact number of Directors shall be nine (9) until changed, within the limits specified above, by a an amendment to this Bylaw duly adopted by the Board of Directors or by the members. The indefinite number of Directors may be changed, or a definite number may be fixed without provision for an indefinite number, by a duly adopted amendment to the Articles or by an amendment to this Bylaw duly adopted by the vote or written consent of a majority of the members entitled to vote; provided, however, that an amendment reducing the fixed number or the minimum number of Directors to a number less than seven (7) cannot be adopted if the votes cast against its adoption at a meeting, or the members not consenting in the case of an action by written consent, are equal to or more than twelve and one-half percent (12.5%) of the members entitled to vote thereon. No amendment may change the stated maximum number of authorized Directors to a number greater than two (2) times the stated minimum number of Directors minus one (1). No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

3. Selection and Tenure of Office. One-third of the Directors shall be elected at each annual meeting of the members. Each Director shall serve for a period of three years and until a successor has been elected and qualified. If an annual meeting is not held, or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting of members held for that purpose.

4. Qualifications. Each Director must (a) be or have been included in a family that was a voting member in good standing for at least one year, (b) believe without reservation in the purposes of the organization, (c) have attended and fully participated in at least one official event of this corporation, (d) have their applicable volunteer obligations fulfilled by the member's family, (e) have no other family member as a concurrent Director of this corporation and (f) must not be an employee of this corporation.

5. Vacancies. Subject to the provisions of Corp. Code § 5226, any Director may resign effective on giving written notice to the Chairperson, the President, or the Secretary of the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

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A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation, or removal of any Director or if the authorized number of Directors is increased. The Board of Directors may declare vacant the office of a Director who has been (a) declared of unsound mind by a final order of court, (b) convicted of a felony, or (c) found by a final order or judgment of any court to have breached any duty arising under the California Nonprofit Public Benefit Corporation Law. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

6. Removal of Directors. A Director may be removed from office if any of the following has been found to have occurred: (a) the Director misses four or more consecutive Board of Directors' meetings or more than half of the meetings in a calendar year without cause; (b) a conflict of interest is found to exist between the Director and this corporation; (c) the Director is found to have engaged in activities that are directly contrary to the interests of this corporation; (d) the Director is found to have misrepresented this corporation or its policies to third parties, either willfully or on a repeated basis; or (e) a majority of Directors who meet the qualifications set forth in Section 4 determine that the Director has not continued to meet these qualifications. Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board of Directors. Removal must be by a majority vote of all the Directors.

7. Place of Meetings. Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Directors of this corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board of Directors.

8. Regular Meetings. Regular meetings of the Board of Directors shall be held without call or notice immediately after the adjournment of each annual meeting of members.

9. Special Meetings. Special meetings of the Board of Directors may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

10. Notice of Special Meetings. Special meetings of the Board of Directors may be held on four days' notice given by first class mail or forty-eight hours' notice given personally or by telephone, including a voice messaging system,

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telegraph, facsimile, electronic mail or other electronic means, or other systems or technology designed to record and communicate messages. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of this corporation or as may have been given to this corporation by the Director for purpose of notice or, if the address is not shown on the records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

11. Quorum. Except as otherwise provided in these Bylaws, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents a majority, whereupon a majority of the Directors in office shall constitute a quorum, provided a majority shall constitute either one-third of the authorized number of Directors or at least two Directors, whichever is larger, unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles, these Bylaws, or the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

12. Participation in Meetings by Conference Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and this corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board of Directors' meeting, and that all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

13. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

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14. **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours, in which case notice shall be given to the Directors who were not present at the time of the adjournment prior to the time that the adjourned meeting reconvenes.

15. **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board of Directors and shall be filed with the minutes of proceedings of the Board of Directors.

16. **Rights of Inspection.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of this corporation.

17. **Official Board of Directors Committees.** Committees of the Board of Directors may be appointed by resolution passed by a majority of the whole Board of Directors. Committees shall be composed of two or more members of the Board of Directors, and shall have the powers of the Board of Directors as may be expressly delegated to it by resolution of the Board of Directors, except with respect to (a) the approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires members' approval (which must be approved by the Board of Directors as a whole); (b) the filling of vacancies on the Board of Directors or on any committee; (c) the fixing of compensation of the Directors for serving on the Board of Directors or on any committee; (d) the amendment or repeal of Bylaws or the adoption of new Bylaws; (e) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; (f) the appointment of other committees of the Board of Directors 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; or (h) the approval of any self-dealing transaction, as these transactions are defined in Corp. Code § 5233. Any committee may be designated an Executive Committee or by another name as the Board of Directors shall specify. The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of a prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Directors or the committee shall otherwise provide, the regular and special meetings and other

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actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each committee.

18. Board Human Resources Committee. A Board of Directors Committee, known as the Board Human Resources Committee (BdHRC), is a standing committee composed at a minimum of the current board's Officers; I.E. the President, the Secretary and the Treasurer (Chief Financial Officer).

19. Directors Committees. Members of the Board of Directors may form and chair "unofficial" Director Committees (committees with only one Board member) at their discretion. Such Director Committees will not have the powers of the Board of Directors and are meant to operate in an advisory or task orientated capacity in support of a particular Director' role. These committees may have titles and responsibilities such as:

- a. Swim Program
- b. Membership
- c. Marketing & Communications
- d. Fundraising
- e. Infrastructure
- f. Financial Operations
- g. Audit & Compliance
- h. Strategic Partnerships
- i. Operations

20. Fees and Compensation. Directors (as such) shall not receive compensation for their services as Directors. Directors may receive (a) a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the members and (b) reimbursement for expenses as may be fixed or determined by the Board of Directors.

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E. Officers. The officers of this corporation shall be a Chairperson or a President or both, a Secretary, and a Chief Financial Officer. This corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, and other officers as may be appointed in accordance with the provisions of Section 2 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or the Chairperson of the Board of Directors.

1. **Election.** The officers of this corporation, except such officers as may be appointed in accordance with the provisions of Section 2 or Section 4 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights (if any) of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

2. **Subordinate Officers.** The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of this corporation may require, each of whom shall hold office for a period, have the authority, and perform the duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

3. **Removal and Resignation.** Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office at any regular or special meeting of the Board of Directors or (except in case of an officer chosen by the Board of Directors) by any officer on whom the power of removal may be conferred by the Board of Directors. Any officer may resign at any time, without prejudice to the rights (if any) of this corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, to the President, or to the Secretary of this corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

4. **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 regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

5. **Inability to Act.** In the case of absence or inability to act of any officer of this corporation and of any person herein authorized to act in his or her place, the

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Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or Director, or other person whom the Board of Directors may select.

6. Chairperson. The Chairperson (if any) shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by these Bylaws. If this corporation does not have a President, then the Chairperson shall also have the powers otherwise given to the President.

7. President. Subject to such supervisory powers as may be given by the Board of Directors to the Chairperson (if any), the President shall be the Chief Executive Officer of this corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the activities and officers of this corporation. In the absence of the Chairperson (if any), the President shall preside at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing and director committees except the Audit Committee, including the Executive Committee (if any) and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

8. Vice President. In the absence or disability of the President, the Vice Presidents (in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors) shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these Bylaws.

9. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office (or other place as the Board of Directors may order) of all meetings of the members and the Board of Directors and its committees, with the time and place of holding, whether regular or special and, if special, how authorized, the notice of the meeting given, the names of those present at the meetings, and the proceedings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California originals or copies of this corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the members and the Board of Directors and any committees of the Board of Directors required by these Bylaws or by law to be given; shall keep the seal of this corporation (if any) in safe custody; and shall have such other powers and

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perform such other duties as prescribed by the Board of Directors. The Secretary shall keep, or cause to be kept, at the principal office of this corporation a membership register, or a duplicated membership register, showing the names of the members and their addresses.

10. Treasurer and Chief Financial Officer. The Treasurer shall be the Chief Financial Officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of this corporation. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of this corporation as may be ordered by the Board of Directors; shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of this corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. The Treasurer cannot be a member of the Audit Committee and the Chairperson of the Audit Committee cannot be a member of the Financial Committee.

11. Assistant Treasurer. At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the Treasurer.

12. Salaries. The salaries of the officers (if any) shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving the salary by reason of the fact that the officer is also a Director of this corporation.

F. Other Provisions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by any one of the Chairperson, the President, or any Vice President, and any one of the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of this

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corporation, shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of this corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind this corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

2. Representation of Shares of Other Corporations. The President and any other officer(s) authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by any officer in person or by any other person authorized to do so in a proxy or power of attorney duly executed by the officer.

3. Amendments. These Bylaws may be amended or repealed, and new or additional Bylaws may be adopted, from time to time by a majority of the members or by the written consent of the members. (Other than a Bylaw or amendment of these Bylaws changing the authorized number of Directors (which must be approved by the members), these Bylaws may be amended or repealed, and new or additional Bylaws may be adopted, by the Board of Directors.

G. Indemnification of Agents of this Corporation. For purposes of this Article, (a) “agent” means any person who is or was a Director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; (b) “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and (c) “expenses” includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 3 or 4(c) of this Article.

1. Indemnification in Actions by Third Parties. This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be

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made a party, to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corp. Code § 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

2. Indemnification in Actions by or in the Right of this Corporation. This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corp. Code § 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 2 in respect of (a) any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine; (b) amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (c) expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

3. Indemnification against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to

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in Section 1 or 2 of this Article in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

4. Required Indemnification. Except as provided in Section 3 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 1 or 2, by (a) a majority vote of a quorum consisting of Directors who are not parties to the proceeding; (b) approval of the members, with the persons to be indemnified not being entitled to vote thereon; or (c) the court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

5. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

6. Other Indemnification. No provision made by this corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and officers may be entitled by contract or otherwise.

7. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in Sections 3 or 4(c), in any circumstance in which it would be inconsistent with (a) a provision of the Articles, (b) these Bylaws, (c) a resolution of the members, (d) an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, or (e) any condition expressly imposed by a court in approving a settlement.

8. Insurance. This corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's

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status as an agent whether or not this corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of this corporation for a violation of Corp. Code § 5233.

9. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as a trustee, investment manager, or fiduciary, even though the person may also be an agent of this corporation as defined in this Article. This corporation shall have power to indemnify the trustee, investment manager, or other fiduciary to the extent permitted by Corp. Code § 207(f).

H. Receipt, Investment, and Disbursement of Funds. This corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

1. Receipt of Funds. This corporation shall receive all monies, other properties, or both monies and properties transferred to it for the purposes for which this corporation was formed. However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of this corporation.

2. Disbursement of Funds. No disbursement of corporation money or property shall be made until it is first approved by the President of this corporation or by the Treasurer or by the Board of Directors. However, the Board of Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which this corporation was formed and to direct the officers of this corporation from time to time to make disbursements to implement the appropriations.

3. Signature Authority. All checks, drafts, demands for money, and notes of this corporation, and all written contracts of this corporation, shall be signed by such officer(s) or agent(s) as the Board of Directors may from time to time by resolution designate.

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I. Corporate Records and Reports. This corporation shall maintain adequate and correct accounts, books, and records of its business and properties. These books, records, and accounts shall be kept at this corporation's principal place of business in California, as fixed by the Board of Directors from time to time.

1. **Inspection of Books and Records.** The membership register or duplicate membership register, the books of account, and minutes and proceedings of the members and the Board of Directors and its committees shall be (a) open to inspection, at any reasonable time, on the written demand of any member for a specifically stated purpose reasonably related to his or her interests as a member and (b) exhibited at any time when required by the demand of any members' meeting. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of this corporation, and also of its subsidiary organizations(if any).

2. **Certification and Inspection of Bylaws.** The original or a copy of these Bylaws, as amended or otherwise altered to date and certified by the Secretary, shall be open to inspection by the members and Directors of this corporation during office hours.

J. Dissolution. On dissolution of this corporation, the Board of Directors shall cause this corporation's assets to be distributed to another corporation with purposes similar to that identified in the Articles and Article B of these Bylaws.