

BY-LAWS OF THE MID-VALLEY ARTS LEAGUE, INC.
A California Nonprofit Public Benefit Corporation

Adopted June 6, 2023

ARTICLE I
NAME AND LOCATION OF OFFICES

The name of this corporation is THE MID-VALLEY ARTS LEAGUE, INC. It is a California nonprofit public benefit corporation with a principal office in the County of Los Angeles, State of California.

The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another.

ARTICLE II
PURPOSES

The purposes for which this corporation is formed are: to promote the creative talents and art appreciation of its membership; to stimulate the art interests of all the San Gabriel Valley communities; to inform the public of the work and skills of local artists and craftsmen; to maintain and/or assist and cooperate in maintaining a gallery at which work of members and others may be exhibited; to cooperate with various organizations in the interest of the advancement and appreciation of art; to provide opportunities for the artistic education of the members of the corporation and to sponsor the artistic education of selected persons by the corporation; to organize, conduct and sponsor exhibitions of the work of members and others; and to sponsor public sale of same.

ARTICLE III
MEMBERSHIP

Section 1. Members.

The members of this corporation shall be the persons who have met the criteria set by the Board for membership and who have been approved for such membership by the Board. Membership in this corporation shall not vest in any member any proprietary rights in the 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. The Board may also remove a person from membership in this corporation if, in its sole discretion, the Board determines that such removal is in the best interests of this corporation or if the member is no longer meeting the criteria for membership.

Section 2. Resignation of Membership.

A member may resign from membership at any time by giving written notice to this corporation.

Section 3. Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting whether annual, special or adjourned of the members of this corporation may be held at any place within or without the State of California which has been designated therefor by the Board.

Section 4. Annual Meeting.

The annual meeting of the members shall be held in the month of May of each year and shall be called by the Board, the Chairperson of the Board or the President and noticed in accordance with the provisions of this Article.

Section 5. Special Meetings.

Special meetings of the members for any lawful purpose may be called by the Board, the Chairperson of the Board, or the President. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members entitled to vote.

Section 6. Notice of Meetings.

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 the meeting not less than ten (10) and not more than ninety (90) days before the date of the meeting. The notice shall state the place, date, and time of the meeting and the general nature of the business to be transacted at the meeting, and no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members. Notice of a meeting of members shall be given to each member either personally or by mail or other means of written communication, addressed to the member at the address appearing for him or her on the books of this corporation or given by the member to this corporation for purpose of notice. If the notice is given by mail, and the notice is not mailed by first-class, registered or certified mail, it shall be given not less than twenty (20) days before the meeting.

Section 7. Quorum.

One-third (1/3) of the voting power, represented in person, shall constitute a quorum at a meeting of members, except as otherwise provided in 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, notwithstanding the withdrawal of enough members to leave less than a quorum, provided that any action

taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided by this Section.

Section 8. Voting.

Only members represented in person may vote at meetings of the corporation.

Section 9. Proxies.

No proxies shall be allowed.

Section 10. Voting by Written Ballot.

If this corporation shall have 100 or more members, any form of written ballot distributed to ten (10) or more members shall afford members an opportunity on the form of written ballot to specify a choice between approval or disapproval of each matter or group of related matters intended, at the time the written ballot is distributed to be acted upon at the meeting by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

Section 11. Adjournment.

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 thereof are announced at the meeting at which the adjournment takes place. No meeting may be adjourned for more than forty-five (45) days. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 12. Waiver and Consent.

The transactions at any meeting of members, however called or noticed, and wherever held, shall be as valid as if they had occurred at a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each of the persons entitled to vote not present in person signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**ARTICLE IV
DIRECTORS**

Section I. Powers.

Subject to any limitations contained in the Articles of Incorporation and these Bylaws and of the pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of this corporation shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the activities of the corporation to a management company or other person or persons, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the officers, agents and employees of the corporation, prescribe such duties for them as may be consistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in the Board's discretion require from them security for faithful service.
- (b) To make such disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of the corporation and to make such rules
- (c) and regulations therefor not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.
- (d) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (e) To borrow money and incur indebtedness for the purposes of the corporation and to 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 and securities therefor.
- (f) To change the principal executive office or the principal business office from one location to another; to cause the corporation to be qualified to do business in any other state, territory, dependency, or country, and to conduct business within or outside the State of California; and to designate any place within or outside the State of California for the holding of any meeting or meetings.

Section 2. Number of Directors.

The number of directors of the corporation shall be not less than five (5) nor more than fifteen (15), with the exact number of directors to be fixed, within the limits specified, by approval of the Board.

Section 3. Selection and Term of Office.

Directors shall be elected by the members on a rotation basis. One-third (1/3) of the directors, or as close to one-third (1/3) as is possible, shall be elected at each annual meeting of the members. Prior to the notice being given of the annual meeting of the members of this corporation, the Board shall nominate a slate of candidates equal to the number of directors to be elected at the annual meeting of the members. At the annual meeting of the members, the slate of candidates nominated by the Board shall be presented to the meeting. Thereafter, the members may nominate other individuals to serve as directors of this corporation. All individuals nominated by the Board or by the members must be present at the meeting in order to give their approval to the nomination or they must have previously given their approval to the nomination in writing, and this written approval must be presented at the meeting. Each individual who is nominated by a member must also have a second to the nomination. Thereafter, the slate of candidates approved by the Board, plus the individuals nominated by the members, shall be submitted to a vote of the membership. This vote shall be by a ballot distributed to each member in attendance. However, the membership shall have the right to vote to hold the election by a voice vote, by a roll call vote, or by a show of hands vote. The candidates receiving the highest number of votes up to the number of directors to be elected shall be the individuals elected as the directors of this corporation. If there is a tie for the final position as a director, there shall be a run-off involving the individuals who tied. The individual receiving the highest number of votes in the run-off shall be elected as the final director of this corporation. Each director shall hold office for a term of three (3) years unless a director is completing the term of a director whose office is vacant (in which case the replacement director shall complete the remaining term of the prior director) or unless the number of directors has been changed (in which case the directors may be elected for terms of one (1), two (2) years and/or three (3) years in order to continue the rotation basis for the Board). If an annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the members held for that purpose. Upon the initial adoption of these Bylaws, the directors shall be elected for terms of one (1) year, two (2) years, and three (3) years in order to begin the rotation basis for the Board. The term of office for each director shall begin at the conclusion of the meeting at which he or she is elected and shall continue for the elected term until the conclusion of the annual meeting (or special meeting held for the purpose of the election of directors) in the year in which his or her term ends and until a successor has been elected and qualified.

Section 4. "Interested Person" as Director

Any other provision of these Bylaws notwithstanding, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons.

For the purpose of this Section, "interested persons" means either: (1) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (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 any such person.

Section 5. Removal of Director

Any director may be removed from the Board subject to the provisions of the California Nonprofit Public Benefit Corporation Law.

Section 6. Resignation of Director.

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 7. Vacancies.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected. Each director so elected shall hold office until the expiration of the replaced director and until a successor has been named and qualified.

A vacancy or vacancies on the Board 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 may declare vacant the office of a director who has been declared of unsound mind by a final order of any court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with Section 5230) of 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.

Section 8. Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting of the Board may be held at any place within or without the State of California which has been heretofore designated for that purpose by the Board.

Section 9. Annual Meeting.

The annual meeting of the Board shall be held in the month of June of each year and shall be called by the Board, the Chairperson of the Board or the President, and noticed in accordance with the provisions of this Article.

Section 10. Special Meetings.

Special meetings of the Board may be called by the Chairperson of the Board, or the President or any Vice-President or the Secretary or any two directors or by the Board.

Section 11. Notice of Meetings.

Meetings of the Board shall be held upon not less than four days' notice by first-class mail or forty-eight hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each director or at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for such purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Section 12. Quorum and Board Action.

A majority of the directors in office shall constitute a quorum, provided that said majority of the directors in office shall constitute at least one-third of the authorized number of directors approved by the Board (in accordance with Section 2 of this Article). A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors, if any, who were not present at the time of the adjournment. Except as the Articles of Incorporation, these Bylaws and 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, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles, these Bylaws or by law.

Section 13. Emergency Provisions.

- (a) Emergency. The emergency bylaw provisions of this section are adopted in accordance with the California Corporations Code. Notwithstanding anything to the contrary herein, this section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in these Bylaws:
- (1) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;
 - (2) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
 - (3) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including but not limited to, mass evacuations; or
 - (4) A state of emergency proclaimed by the Governor of the state in which one or more directors are residents, or by the President of the United States.
- (b) Emergency Actions. During an emergency, the Board may
- (1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
 - (2) Relocate the principal office or authorize the officers to do so;
 - (3) Give notice to a director or directors in any practicable manner under the circumstances, including but not limited to, by publication and radio, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by these Bylaws; and
 - (4) Modify the procedures for calling a Board meeting, quorum requirements for a Board meeting, a designation of additional or substitute directors; and
 - (5) Deem that one or more officers present at a board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency, the Board may not take any action that is not in this corporation's ordinary course of business. Any actions taken in good faith during an emergency under this Section may not be used to impose liability on a director, officer, employee or agent.

Section 14. Participation in Meetings by Conference Telephone.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or other communications equipment, so long as all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently.
- (b) 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 this corporation.
- (c) This corporation adopts and implements some means of verifying both of the following:
 - 1) A person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting.
 - 2) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

Section 15. 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 thereof, whether before or after the meeting, or to a director who attends the meeting without protesting, before or at its commencement about the lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 16. 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 be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 17. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action; provided, however, that the consent of any director who has a material financial interest in a transaction to which this corporation is a party and who is an “interested director” (as defined in California Corporations Code Section 5233) shall not be required for approval of that transaction. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 18. Right 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.

Section 19. Committees.

The Board may establish committees, and the members of the committees shall be appointed by the Board. A committee shall have such powers of the Board as may be expressly delegated to it by resolution of the Board, except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members, regardless of whether this corporation has members;
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 20. Fees and Compensation.

Directors shall not receive compensation for their services as directors. Directors may receive reimbursement for expenses as may be fixed or determined by the Board and may serve the organization in some other capacity for which compensation is paid.

Section 21. Annual Reports and Statements.

If required by Sections 6321 and 6322 of the California Nonprofit Public Benefit Corporation Law, the Board shall cause a report and a statement of certain transactions and indemnifications to be sent annually to the directors and members of this corporation.

**ARTICLE V
OFFICERS**

Section 1. Officers.

The officers of the corporation shall be a Chairperson of the Board or a President or both, a Secretary and a Treasurer/Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 3 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.

Section 2. Election.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen 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. Officers shall hold their office until they resign, are removed, or become otherwise disqualified to serve, or until their successors are elected and qualified.

Section 3. Subordinate Officers.

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

Section 4. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the directors then in office, at any meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such 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 the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 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 the Bylaws for election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Inability to Act.

In the case of absence or inability to act of any officers of the corporation and of any persons herein authorized to act in their place, the Board may from time to time delegate the powers or duties of such officers to any other officers, or any directors or other persons whom the Board may select.

Section 7. Chairperson of the Board.

The Chairperson of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 8. Vice Chairperson of the Board.

The Vice Chairperson of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board in the absence of the Chairperson of the Board, and shall have such other powers

and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 9. President.

Subject to such supervisory powers, if any, as may be given by the Board to the Chairperson of the Board or the Vice Chairperson of the Board, if there be such officers, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board, have general supervision, direction and control of the activities and officers of the corporation. In the absence of the Chairperson of the Board and the Vice Chairperson of the Board, or if there are none, he or she shall preside at all meetings of the Board. He or she shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 10. Vice President.

In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board, or if not ranked, the Vice President designated by the Board, 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 upon, the President. The Vice Presidents shall have such other powers and perform such other duties as may be prescribed for them respectively by the Board or the Bylaws.

Section 11. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Board and its committees, with the time and place of holding, how authorized, the notice thereof given, the names of those present at Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall cause the seal of the corporation to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 12. Treasurer/Chief Financial Officer.

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

The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all corporate transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 13. Salaries.

The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the corporation.

**ARTICLE VI
CONFLICTS OF INTEREST POLICY**

A Conflicts of Interest Policy shall be adopted by the Board to apply to the directors and officers of this corporation. This Conflicts of Interest Policy shall be reviewed by, and a Conflicts of Interest Disclosure Statement completed by, every director and officer of this corporation on an annual basis. Each completed Disclosure Statement shall then be reviewed annually by the Board. The Board shall determine, with the advice of legal or accounting professionals, if necessary, if any conflict of interest that has been disclosed, either in the Conflicts of Interest Disclosure Statement or at any other time pursuant to the Conflicts of Interest Policy, requires further Board action beyond mere disclosure to this Board of the conflict of interest.

**ARTICLE VII
USE OF ELECTRONIC TRANSMISSIONS**

This corporation is authorized to use electronic communications, as permitted by California Corporations Code Sections 20 and 5079. In this regard, this corporation may send meeting notices and all other communications/information/materials by electronic transmission to the officers and directors of this corporation to the e-mail address or facsimile number designated on a Consent form provided to this corporation by the officers and directors. Further, this corporation may rely on communications sent to this corporation by electronic transmission from the officers and directors from the e-mail address or facsimile number listed on the Consent form after the fully executed Consent form has been returned to this corporation.

Any action by the Board by use of electronic transmissions may be taken, but only if all members of the Board approve the action electronically or in writing. It is permissible to have some of the directors vote by electronic transmission and some of the directors vote by written consent, as long as the combination

of votes reflect a unanimous vote of the entire Board. A copy of the votes by electronic transmission (and written consent, if applicable) shall be filed with the minutes of the proceedings of the Board. Since Board actions by use of electronic transmissions must be by unanimous vote, no advance notice of the action to be voted upon is required.

ARTICLE VIII RECEIPT AND DISBURSEMENT OF FUNDS

Section 1. Receipt of Funds.

The corporation shall receive all monies and/or other properties transferred to it for the purposes of the corporation (as shown by the Articles of Incorporation as amended to date). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

Section 2. Disbursement of Funds.

The 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

ARTICLE IX ADDITIONAL PROVISIONS

Section 1. Validity of Instruments Signed by Officers.

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 of the Board, the President or any Vice President, and by the Secretary, any Assistant Secretary, the Treasurer/Chief Financial Officer or any Assistant Treasurer of this corporation is not invalidated as to this corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 2. Authority of Officers and Agents.

The Board, except as the Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the

corporation. Such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or the Board, and except as in this Section hereinabove provided, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 3. Representation of Shares of Other Corporations.

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any corporation standing in the name of this corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do in proxy or power of attorney duly executed by said officer.

Section 4. Construction and Definitions.

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.

Section 5. Amendments.

These Bylaws may be amended or repealed by the approval of the Board unless this action would materially and adversely affect the voting rights of the members. If such voting rights would be affected, the approval of the members concerning these voting rights is required.

Section 6. Instruments in Writing.

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by such officer or officers, agent or agents, as the Board may from time to time by resolution designate.

Section 7. Maintenance of Articles, Bylaws and Records.

This corporation shall keep at its principal office:

- (a) The original or a copy of its Articles of Incorporation and Bylaws as amended to date;
- (b) adequate and correct books and records of account;
- (c) Minutes of the proceedings of its members, Board and committees of the Board; and
- (d) A record of its members giving their names and addresses and the class of membership held by each.

Section 8. Indemnification of Agents.

The indemnification of agents of this corporation is permitted, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.