

Articles of Incorporation
Of
Campus Community Association, Inc

ONE: The name of this corporation is Campus Community Association, Inc.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are to promote neighborhood spirit and improve living conditions within the Campus Community.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is: Jon Landau, Attorney at Law, 160 S. 13th Street, San Jose, California 95112.

FOUR:

- (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry in any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Mary Trounstone, 153 S. 14th Street, San Jose, CA 95112

Tom Bondi, 365 S. 14th Street, San Jose, CA 95112

Audrey Unruh, 555 S. 16th Street, San Jose, CA 95112

Bobbie Fischler, 604 S. 15th Street, San Jose, CA 95112

SIX: The property of this corporation is irrevocably dedicated to charitable purposes and not part of the net income or assets of the corporation shall ever inure to the benefit of any Director, officer, or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501©(3) of the Internal Revenue Code.

Mary Trounstine, Director

Tom Bondi, Director

Audrey Unruh, Director

Bobbie Fischler, Director

(Revision 1 – 11/13/94 – through 6/27/86 Proposed Revisions approved 6/1986/B. Fischler)

**Bylaws of
Campus Community Association, Inc.
A California Nonprofit Public Benefit Corporation**

Article 1. Offices

Section 1. Principal Office

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

Section 2. Change of Address

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

_____ Dated: _____, _____

_____ Dated: _____, _____

_____ Dated: _____, _____

Section 3. Other Offices

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its boundaries may require and as the Board of Directors may, from time to time, designate.

Article 2. Purposes

Section 1. Objectives and Purposes

The primary objectives and purposes of this corporation shall be to promote neighborhood spirit and improve living conditions with the Campus community by activities including, but not limited to: sponsoring events for all people within the community; alerting members as to issues of concern to the community; and supporting efforts to preserve and enhance the present diverse neighborhood within the Campus community.

Article 3. Members

Section 1. Determination and Rights of Members (Rev 1 – 6/27/86)

The corporation shall have two classes of members, resident members who live, work, or own property or business within the boundaries of the Campus community, and non-resident members who do not live, work, or own property or business within the Campus community but support the objectives and purposes of this corporation. All members of a family group occupying a single dwelling unit such as house, apartment, or rented room are included in a single household membership. Each adult over eighteen years of age residing in a resident member household shall be entitled to one vote in the election of Officer/Directors of the corporation and for other matters that are put to a vote of the general membership. Non-resident members are not voting members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Qualifications of Members (Rev 1 – 6/27/86)

Membership in this organization shall be contingent upon payment of annual dues. Members who reside, work, or own property or business within the boundaries of the Campus Community shall be resident members. All other members shall be non-resident members.

The Campus Community shall consist of that geographical area which has the following boundaries within San Jose, California: Santa Clara Street on the North; Highway 280 on the South, First Street on the West; and the Coyote Creek on the East.

Section 3. Admission of Members

Applicants shall be admitted to membership or making application therefore in writing, and upon payment of first annual dues.

Section 4. Fees, dues and Assessments (Rev. 1 – 6/27/86)

- a. No fee shall be charged for making application for membership in the corporation.
- b. The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors. The annual dues are payable on July 1 of each year for the succeeding annual period with the exception of the first effective year of these bylaws when dues are payable January 1, 1986 shall expire June 30, 1997.
- c. Memberships shall be nonassessable.

Section 5. Number of Members

There is no limit on the number of members the corporation may admit.

Section 6. Membership Book (Rev. 1 – 6/27/86)

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

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

Section 7. Nonliability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of this corporation.

Section 8. Nontransferability of Memberships

No member may transfer for value a membership or any right arising therefrom. All rights of membership cease upon a member's death.

Section 9. Termination of Membership (Rev. 1 – 6/27/86)

- a. Ground for termination. The membership of a member shall terminate upon the occurrence of any of the following events:
 1. Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

2. Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
 3. Upon a failure for three consecutive years to renew his or her membership by paying the cumulative amount due, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation.
- b. Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a) (2) of this section, the following procedure shall be implemented:
1. A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
 2. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing shall be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time and place of the hearing on his or her expulsion.
 3. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
 4. Any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

Section 10. Rights on Termination of Membership

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

Section 11. Amendments Resulting in the Termination of Memberships

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

Article 4. Meetings of Members

Section 1. Place of Meeting

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 2. Annual Meetings

(Rev. 1 – 6/27/86)

The members shall meet annually on the third Thursday of June in each year, at 7:30 pm, for the purpose of electing Officer/Directors who shall serve as Directors of the corporation and transacting business as may come before the meeting. The candidates for each Officer/Directorship receiving the highest number of votes shall be elected. Each individual entitled to vote shall cast one vote per Officer/Directorship with voting being by ballot only. The annual meeting of members for the purpose of electing Officer/Directors shall be deemed a regular meeting for and reference in these bylaws to regular meetings of members refers to this annual meeting.

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

Section 3. Special Meeting of Members

(Rev.1 – 6/27/86)

- a. Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors or the President of the Corporation. In addition, special meetings of the members for any lawful purpose may be called by twenty-five percent (25%) or more of the members.

Section 4. Notice of Meetings

(Rev. 1 – 6/27/86)

- a. Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than seven (7) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given ten (10) days before the meeting.
- b. Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when

delivered personally or deposited in the mail or sent by telegram or other means of written communication.

- c. Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in the Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Officers/Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members. No action may be taken on a matter at a Regular or Special meeting of the membership unless the general nature of the matter is stated in the notice of that meeting.
- d. Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the President, Vice President or Secretary of the corporation. The Officer/Director receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the Officer/Director. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.
- e. Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present 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. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.
- f. Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:
 - 1. Removal of Officers/Directors without cause;
 - 2. Filling of vacant Officer/Directorships;
 - 3. Amending the Articles of Incorporation; and
 - 4. An election to voluntarily wind up and dissolve the corporation.

Section 5. Quorum for Meetings**(Rev. 1 – 6/27/86)**

A quorum shall consist of twenty-five (25%) of the voting members of the corporation.

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

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

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

Delete Section. See Section 4(c).

Section 6. Majority Action as Membership Action**(Rev. 1 – 6/27/86)**

Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Section 7. Voting Rights**Rev. 1 – 6/27/86)**

Each resident is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voicevote. Election of Officer/Directors, however, shall be by ballot.

Section 8. Proxy Voting

Members entitled to vote shall not be permitted to vote or act by proxy, and no provision in the Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

Section 9. Conduct of Meetings**(Rev.1 – 6/27/86)**

Meetings of members shall be presided over by the highest ranking member of the Board of Directors in the following precedence: President, Vice-President, Treasurer, Secretary. If none of the Officers/Directors is present, the meeting will be presided over by a Chair chosen by a majority of the voting members present. The Secretary of the corporation shall act as Secretary of all meetings of the members, provided that in his or her absence or in the eventuality that the Secretary is presiding at the meeting, the presiding Officer/Director shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

Section 10. Action by Written Ballot Without a Meeting (Rev. 1 – 6/27/86)

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Officers/Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

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

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

Section 11. Reasonable Nomination and Election Procedures (Rev. 1 – 6/27/86)

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

- a. A reasonable means of nominating persons for election as Officer/Directors.
- b. A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reason for the nominee's candidacy.
- c. A reasonable opportunity for all nominees to solicit votes
- d. A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board of Directors and the payment with such request of the reasonable costs of mailing (including postage) the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporations, option, the right to do either of the following: (1) inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of names, addresses and voting rights of those members entitled to vote for the election of Officer/Directors, as of the 4 most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand. The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

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

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing Officer/Directors by any member present at the meeting in person. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5521 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

If this corporation has five thousand (5000) or more members, then the nomination and election procedures in Section 5522 of the California Nonprofit Public Benefit

Corporation Law shall be followed by this corporation in nominating and electing persons to the Board of Directors.

Section 12. Action by Unanimous Written Consent Without Meeting

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

Section 13. Record Date for Meetings

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

Article 5. Directors

Section 1. Number

(Rev. 1 – 6/27/86)

The corporation shall have four (4) Officers/Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this bylaw and adoption of a new Bylaw, as provided in these Bylaws. The four Officer/Directors each shall be elected specifically to an office of President/Director, Vice-President/Director, Treasurer/Director or Secretary/Director.

Section 2. Powers

Subject to the provisions of the California Nonprofit Public Benefit corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties

(Rev. 1 – 6/27/86)

It shall be the duty of the Officer/Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the corporation, or by these Bylaws.
- (b) Appoint and remove, employ or discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation , if any, if all agents and employees of the corporation.

- (c) Supervise all agents, and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws.
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 4. Terms of Office

(Rev. 1 – 6/27/86)

Each Officer/Director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

Section. 5 Compensation

(Rev. 1 – 6/27/86)

Officer/Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Officer/Director meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 23 of this Article. Officer/Directors may not be compensated for rendering services to the corporation in any capacity other than Officer/Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

Section 6. Restriction Regarding Interested directors

(Rev. 1 – 6/27/86)

Notwithstanding any other provisions of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, “interested persons” means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time Officer/Director or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Officer/Director as Officer/Director.
- (b) Any brother, sister, ancestor, descendent, 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 7. Place of Meetings

(Rev. 1 – 6/27/86)

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Officer/Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board Members have been given written notice of the meeting as hereinafter provided for

special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Officer/Directors participating in such meeting can hear one another.

Section 8. Regular Meetings (Rev. 1 – 6/27/86)

Regular meetings of Officer/Directors shall be held on the second Monday of each month at 7:00 pm, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

Section 9. Special Meetings (Rev. 1 – 6/27/86)

Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, the Vice-President, the Secretary, or by any two Officer/Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Section 10 – Notice of Meetings (Rev. 1 – 6/27/86)

Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board shall be held upon four (4) days notice by first-class mail, or forty-eight (48) hours notice delivered personally or by telephone or telegraph. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each Officer/Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Officer/Directors if the time and place of the adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Officer/Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 11. Contents of Notice

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

Section 12. Waiver of Notice and Consent to Holding Meetings (rev. 1 – 6/27/86)

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as herein-after define, is present and provided that either before or after the meeting each Officer/Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or

approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Quorum for Meetings (Rev. 1 – 6/27/86)

A quorum shall consist of 51% of the members of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Officer/Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The Officer/Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Officer/Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

Section 14. Majority Action as Board Action (Rev. 1 – 6/27/86)

Every act or decision done or made by a majority of the full Board of Directors at a meeting duly held at which a quorum is the act of the Board of Director unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committee (Section 5212), approval of contracts or transactions in which an Officer/Director has a material financial interest (Section 5233) and indemnification of Officer/Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 15. Conduct of Meetings (Rev. 1 – 6/27/86)

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice-President of the corporation. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding Officer/Director shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of the law.

Section 16. Action by Unanimous Written Consent Without Meeting (Rev. 1 – 6/27/86)

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, “all members of the Board” shall not include any “interested Officer/Director” as defined in Section 5233 of the California Nonprofit Public Benefits Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Officer/Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Officer/Directors to so act, and such statement shall be a prima facie evidence of such authority.

Section 17. Vacancies

(Rev.1 – 6/27/86)

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Officer/Director, and (2) whenever the number of authorized Officer/Directors in increased.

The Board of Directors may declare vacant the office of an Officer/Director who has been declared of unsound mind by a final order or court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefits Corporation Law.

If this corporation has any members, then, if the corporation has less than fifty (50) members, Officer/Directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

If this corporation has no members, Officer/Directors may be removed without cause by a majority of the Officer/Directors then in office.

Any Officer/Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Officer/Director may resign if the corporation would then be left without a duly elected Officer/Director or Officer/Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies of the Board of Directors may be filled by a majority of Officer/Directors then in office, whether or not less than a quorum, or by a sole remaining Officer/Director. If this corporation has members, however, vacancies created by removal of an Officer/Director may be filled only by the approval of the members. The members, if any, of this corporation may elect an Officer/Director at any time to fill any vacancy not filled by the Officer/Directors.

A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

Section 18. Non-Liability of Directors (Rev. 1 –6/27/86)

The Officer/Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 19. Indemnification by Corporation of Directors, Officers, Employees and Other Agents

To the extent that a person who is or was a Director, Officer, employee or other agent of this corporation has been successful of the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefits Corporation Law.

Section 20. Insurance for Corporate Assets

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, Officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefits Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefits Corporation Law

Article 6. Officers

Section 1. Number of Officers (Rev. 1-6/27/86)

The Officer/Directors of this corporation shall be a President, Vice-President, a Secretary and a chief financial officer who shall be designated the Treasurer.

Section 2. Qualification, Election and Term of Office (Rev.1-6/27/86)

Deleted Section, Duplicates Articles 5, Section 4

Section 3. Subordinate Agents (Rev. 1 – 6/27/86)

The Board of Directors may appoint such other Officer/Directors or agents as it may deem desirable, and such other agents shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4. Removal and Resignation (Rev. 1 – 6/27/86)

Deleted Section. Duplicates Article 5, Section 17

Section 5. Vacancies (Rev. 1 - 6/27/86)

Deleted Section. Duplicates Article 5, Section 17

Section 6. Duties of President (Rev. 1 – 6/27/86)

The President shall be the chief executive Officer/Director of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officer/Directors. He or she shall perform all duties, incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as President/Director, he or she shall preside at all meetings of the Board of Directors. If applicable, the President/Director shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deed, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of the Vice-President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The vice-President shall have other powers and perform such other duties as may be prescribed by

law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties of Secretary

(Rev. 1 – 6/27/86)

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Officer/Directors, and, if applicable, meetings of committees or Officer/Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Officer/Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Officer/Directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of Treasurer

(Rev. 1 – 6/27/86)

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds”, the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Officer/Director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Officer/Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10. Compensation

(Rev. 1 – 6/27/86)

The salaries of the Officer/Directors, if any, shall be fixed from time to time by resolution of the Board of Directors, and no Officer/Director shall be prevented from receiving such salary by reason of the fact that he or she is also a Officer/Director of the corporation, provided, however that such compensation paid an Officer/Director for serving as an Officer/Director of this corporation shall only be allowed if permitted under the provisions of Article 5, Section 6, of these Bylaws. In all cases, any salaries received by Officer/Directors of this corporation shall be reasonable and given in return for services actually rendered the corporation which relate to the performance of the charitable or public purpose of this corporation.

Article 7. Committees

Section 1. Steering Committee

(Rev. 1 – 6/27/86)

The Board of Directors shall appoint a Steering committee of no less than five voting resident members, none of whom shall be an Officer/Director. The Steering Committee shall meet concurrently with the Board of Directors at its regular monthly meeting in order to advise the Board and to assume responsibility as delegated by the Board of Directors.

Section 2. Other Committees

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

Section 3. Meetings and Action of Committees

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

Article 8. Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments (Rev. 1 – 6/27/86)

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer/Director or agent of the corporation to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer/Director, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolutions of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the President of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purpose of this corporation.

Article 9. Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records (Rev. 1 – 6/27/86)

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Officer/Directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members, if any, indicating their names and addresses, and if applicable, the class of membership held by each member and the termination date of any membership.
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The Board of Directors may adopt, use and at will alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights (Rev. 1 – 6/27/86)

Every Officer/Director shall have the absolute right at any time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 4. Members' Inspection Rights (Rev. 1 – 6/27/86)

If this corporation has any members, then each and every member shall have the following inspection rights, for purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on

- the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, list of the names, addresses and voting rights of those members entitled to vote for the election of Officer/Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
 - (c) To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonable related to such person's interests as a member.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person, by agent, or attorney, and the right to inspection includes the right to copy and make extracts.

Section 6. Annual Report (Rev. 1 – 6/27/86)

The Board shall cause an annual report to be furnished not later than one hundred and twenty (12) days after the close of the corporation's fiscal year to all Officer/Directors of the Corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, during the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer/Director of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has members, then, if this corporation has more than one hundred members or more than Ten Thousand Dollars (\$10,000) in assets at any time during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an

accompanying report from independent accountants or certification of a corporate Officer/Director, as specified by the above provisions of this Section relating to the annual report.

Section 7. Annual Statement of Specific Transactions to Members (Rev. 1 – 6/27/86)

This corporation shall mail or deliver to all Officer/Directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification of transaction of the following kind:

- (a) Any transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:
 - 1. Any Director or Officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
 - 2. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnification's or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any Director or Officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e) (2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

Article 11. Bylaws

Section 1. Amendment (Rev. 1 – 6/27/86)

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

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Officer/Directors, or changing from a fixed number to a variable Board or vice versa, may not be adopted, amended or repealed except as provided in subparagraph (b) of this section, **or**
- (b) By approval of the members, if any, of this corporation.

Article 12. Amendment of Articles

Section 1. Amendment of Articles Before Admission of Members

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

Section 2. Amendment of Articles After Admission of Members

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

Section 3. Certain Amendments

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement by a Domestic Non-Profit Corporation, pursuant to Section 6210 of the California Nonprofit Corporation Law.

Article 13. Prohibition Against Sharing Corporate Profits and Assets

Section 1. Prohibition Against Sharing Corporate Profits and Assets

No member, Director, Officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings, or pecuniary profit from the operation of the corporation, provided however, that this provision shall not prevent payment to any such person or reasonable compensation for services

performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

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