

Bylaws of San Diego Speculative Fiction Society, Inc. a California Public Benefit Corporation

As Adopted 1/7/2001

As Amended 11/14/2004

As Amended 11/12/2006

ARTICLE 1: OFFICES

SECTION 1: PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in San Diego 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:

The initial principal office of the corporation shall be 11226 Adriatic Place San Diego CA 92126

Principal office moved to: 3728 Mt. Almagosa Place, San Diego, CA 92111 as of Dec. 10, 2006

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 business 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 specific purposes for which this corporation is organized are:

- a) To promote an increased cultural awareness of science fiction, dystopic fiction, alternate history, fantasy, and related expressive genres, which together are collectively known as "speculative fiction."
- b) To conduct and encourage education and discourse regarding speculative fiction in its various forms: books, stories, poetry, song, theater, interactive drama, cinema, television, artwork, craft, and other media.
- c) To promote general literacy through a heightened public interest in speculative fiction.

These purposes shall be achieved by:

- a) Sponsorship of meetings, conferences, and other public events within San Diego County and surrounding regions to increase interest, awareness, and discourse regarding speculative fiction;
- b) Promotion of that subset of the arts known as speculative fiction, and facilitation of such promotion by other persons or groups;
- c) Publication of books, journals, newsletters, web sites, and other media;
- d) Sponsorship of creative writing and arts contests;
- e) Engaging in other activities of a charitable, educational, or literary nature, as provided by section 501(c)(3) of the Internal Revenue Code of the United States of America.

ARTICLE 3: *DIRECTORS*

SECTION 1: *NUMBER*

The corporation shall have nine (9) directors and collectively they shall be known as the Board of Directors. No individual may hold more than one (1) seat on the Board at any given time.

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 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*

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, 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. Notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
- (f) Maintain active membership in the corporation pursuant to Article 12 of these Bylaws.

SECTION 4: *QUALIFICATIONS*

All Directors must be eighteen (18) years of age or older and legally able to enter into a contract

in the State of California. All Directors must be active members of the Corporation, except that this active membership requirement may be waived upon a two-thirds vote of the Membership.

SECTION 5: *TERMS OF OFFICE*

The seats of the Board of Directors shall be consecutively numbered one (1) through nine (9).

Even-numbered seats shall be elected for terms of two years at the annual meeting for election of the Board of Directors during even-numbered years: 2002, 2004, and so forth.

Odd-numbered seats shall be elected for terms of two years at the annual meeting for election of the Board of Directors during odd-numbered years: 2001, 2003, and so forth.

Each director shall hold office until the board meeting following the meeting at which his or her successor is elected and qualifies.

Seats 8 and 9 shall remain vacant until the annual meeting for the election of Directors in 2006.

SECTION 6: *ELECTION OF DIRECTORS*

Directors shall be elected as follows:

a) If so resolved by the Membership, the Secretary shall conduct the nomination and election of directors by mailed ballot, as described in Article 13, Section 10.

b) Otherwise, the Secretary shall accept nominations for Directorship in advance of the Annual Meeting of the Membership, and shall forward these nominations to the presiding officer of that meeting. Nominations shall be accepted at that meeting as well. Following announcement of all nominees for Directorship, the presiding officer shall conduct a secret written ballot. If there is only one candidate for each seat, then the Membership may elect the slate simultaneously by unanimous consent of all members present, subject to the quorum restrictions of Article 13, Section 5.

SECTION 7: *VACANCIES AND REMOVAL OF DIRECTORS*

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any director, or whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of 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 Benefit Corporation Law.

If the corporation has less than fifty (50) members, directors may be removed without cause by affirmative vote of two-thirds (2/3) of all members, or, if the corporation has fifty (50) or more members, by two-thirds (2/3) of the votes represented at a Membership meeting at which a quorum is present.

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

SECTION 8: *FILLING OF VACANCIES*

After a vacancy on the Board of Directors develops, the vacant seat shall be filled at the next meeting of the Membership, or by mailed ballot as described in Article 13, Section 10, if the next scheduled meeting of the Membership is more than 90 days from the initial date of vacancy.

If a vacancy is to be filled during a meeting of the Membership in which the annual elections for Directors are to be held, the vacant seats (if any) shall be filled by a separate election after any annual elections.

A person elected to fill a vacancy as provided by this Section shall hold office until that numbered board seat comes up for re-election as detailed in Section 5 above, or until his or her death, resignation or removal from office.

SECTION 9: *COMPENSATION*

Directors shall serve without compensation. They shall, however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 10 of this Article.

SECTION 10: *RESTRICTION REGARDING INTERESTED DIRECTORS*

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

- (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 or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) 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 11: *PARTICIPATION IN MEETINGS*

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

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provide the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;

c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 12: *REGULAR MEETINGS*

Regular meetings of the Board of Directors shall be held on the third Sunday of January, April, July, and October at 1:00pm, or as such other date and time during those months as the President may designate.

SECTION 13: *SPECIAL MEETINGS*

Special meetings of the Board of Directors may be called by the President and shall be called upon the written request by any two Directors.

SECTION 14: *LOCATION OF MEETINGS*

For each regular meeting, the Board of Directors shall designate a location at the previous meeting. In the absence of such a designation, the President shall designate the location of the meeting. In the absence of any such designations, the Vice-President; then the Treasurer; then the Secretary; then any two (2) Directors; shall designate the location of the meeting. Unless the location of a meeting was set at the previous meeting, and fixed in the minutes of that meeting, the officer or Directors designating the location shall make a good-faith effort to communicate the time and place of the meeting in a manner calculated to allow all Directors to attend.

SECTION 15: *NOTICE OF MEETINGS*

Except when such meeting is being held at the principal office of the corporation at the regular time and regular date, the Secretary shall, on or before the twenty-fifth (25th) day of the month preceding such meeting, send each Director a notice of the time, date, and place of such meeting.

Special meetings of the Board may be held upon four (4) days notice by first-class mail, or forty-eight (48) hours notice by telephone or personal service.

SECTION 16: *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 17: *WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS*

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 hereinafter defined, is present and provided that either before or after the meeting each 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 18: *QUORUM FOR MEETINGS*

A quorum shall consist of two-thirds 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 Chairman shall entertain at such meeting is a motion to adjourn. However, a majority of the 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 15 of this Article.

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

SECTION 19: MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, 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 committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board. All references in these Bylaws to the number of votes required for any action (e.g., majority, two-thirds, three-fourths, unanimous) refer to the fraction of those votes cast on a matter whenever a quorum is present. A majority is defined as one-half plus one vote.

SECTION 20: CONDUCT OF MEETINGS

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 or, in the absence of each of these persons, by a Chairman chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the Standard Code of Parliamentary Procedure, AIP 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 law.

SECTION 21: ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or

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

SECTION 22: *NON-LIABILITY OF DIRECTORS*

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

SECTION 23: *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 on 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 by the Corporation 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 Benefit Corporation Law.

SECTION 24: *INSURANCE FOR CORPORATE AGENTS*

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 Benefit 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 Benefit Corporation Law.

ARTICLE 4: *OFFICERS*

SECTION 1: *NUMBER OF OFFICERS*

The officers of the corporation shall be a Chief Executive Officer who shall be designated President; a Vice-President; a Secretary; and a Chief Financial Officer who shall be designated the Treasurer. No individual may simultaneously hold more than one position as Officer of the corporation, except that the positions of Secretary and Treasurer may be held by the same person.

SECTION 2: *QUALIFICATION, ELECTION, AND TERM OF OFFICE*

All Officers must be Directors and must meet the qualifications for Directors set forth in Article 3, Section 4.

At the Board meeting following a meeting in which regular elections for the Board of Directors are concluded, the Directors shall choose by secret ballot, or by unanimous consent if there is only one candidate for an office, a President, Vice-President, Secretary, and Treasurer from the membership of the Board. The President shall not be the Chairman of any standing committee.

Officers shall remain in office until a successor is elected, or until his or her death, resignation removal from office, or failure to meet the qualifications above.

SECTION 3: *SUBORDINATE OFFICERS*

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers 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*

Any officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5: *VACANCIES*

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. If the office of President becomes vacant, then the Vice-President shall temporarily assume the duties of President. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

SECTION 6: *DUTIES OF PRESIDENT*

The President shall:

- 1) Be the Chief Executive Officer 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 officers;
- 2) In general, 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;
- 3) Preside at all meetings of the Board of Directors;
- 4) Preside at all meetings of the members;

5) 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 deeds mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7: *DUTIES OF VICE-PRESIDENT*

The Vice-President shall:

- 1) 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;
- 2) Be ex officio a member of all committees established by the Board of Directors;
- 3) In general, perform all duties incident to the office of Vice-President 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 8: *DUTIES OF SECRETARY*

The Secretary shall:

- 1) 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;
- 2) 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 directors and of the Membership, and of committees of 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;
- 3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- 4) 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 these Bylaws;
- 5) 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 or suspended, he or she shall record such fact in the membership book together with the date on which such membership ceased or was suspended;
- 6) Exhibit at all reasonable times to any director or member of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation;
- 7) Conduct written ballots as necessary, as described in Article 13, Section 10;

8) 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

Subject to the provisions of these Bylaws relating to the execution of instruments, deposits and funds, the Treasurer shall:

- 1) 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;
- 2) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- 3) 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;
- 4) 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;
- 5) Exhibit at all reasonable times the books of account and financial records to any director or member of the corporation, or to his or her agent or attorney, on request thereof;
- 6) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
- 7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- 8) 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 the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 5: COMMITTEES

SECTION 1: STANDING COMMITTEES

The Board of Directors may create and discharge standing committees by a majority vote of the entire membership of the Board of Directors. Standing committees shall exist until discharged.

SECTION 2: SELECTION OF CHAIRMAN AND MEMBERSHIP

The Chairman of any standing committee shall be appointed by the President, and such appointment must be ratified by majority vote of the entire board within ninety (90) days of appointment. *The President shall not be the Chairman of any standing committee.* (If necessary, the President shall call a special meeting of the Board within that time period in order to consider the ratification of the appointment.) The Chairman of any standing committee shall be removed only by a majority vote of the entire membership of the Board of Directors. If the Chairman of the committee is not a Director he or she shall be ex officio a non-voting member of the Board. (Such a non-voting member shall not count as one of the numbered seats of the Board, nor shall

such a non-voting member count towards quorum or other requirements.) The procedure for choosing the remaining members of standing committees, and of filling such vacancies as may arise, shall be established by resolution of the Board of Directors. Standing committees may include persons who are not also members of the Board or of the corporate Membership.

SECTION 3: FINANCIAL AND REPORTING RESPONSIBILITIES

Each standing committee shall appoint a Committee Treasurer who shall periodically report to the Corporate Treasurer on financial matters of that committee. The Corporate Treasurer may not serve as Committee Treasurer on any committee.

Each standing committee shall report to each regular meeting of the Board on that committee's activities.

~~The Chairman of each standing committee shall maintain a list of active staff. This list shall consist of individuals, whether committee members or not, who have provided substantial service to the committee. The Board of Directors may establish a service level necessary to qualify as "substantial" when it drafts the resolution for the committee's creation, or any other time; otherwise, the determination of "substantial service" shall be left to the Chairman of that committee. The committee Chairman shall supply the Active Staff List to the Corporate Secretary no later than the first day of each Quarter. If the Secretary already has an Active Staff List for the committee, the new version shall replace the old one in its entirety. The committee Chairman shall also forward a Final Staff List to the Secretary upon dissolution or discharge of the committee.~~

The Chairman of each Standing Committee shall maintain a list of Active Staff. This list shall consist of individuals, whether committee members or not, who have provided substantial service to the committee. The Directors may establish a service level necessary to qualify as "substantial" when it drafts the resolution for the committee's creation, or at any other time; otherwise the determination of "substantial service" shall be left to the Chairman of that committee. Under all circumstances, speakers and exhibitors shall be presumed to have provided substantial service. The committee Chairman shall supply the Active Staff list to the Corporate Secretary no later than the first day of each Quarter (October 1, January 1, April 1, July 1). If the Corporate Secretary already has an Active Staff list for the committee, the older version will be archived for reference to determine membership (as referred to in Article 12, Section 2). The new version will become the Active Staff list. The committee Chairman shall also forward a Final Staff list to the Corporate Secretary upon dissolution or discharge of the committee.

SECTION 4: 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 also not members of the Board. The Chairman of each committee shall be appointed by the President. The procedure for choosing the remaining committee members and filling such vacancies as may arise shall be set by resolution of the Board of Directors.

SECTION 5: BYLAWS REVIEW COMMITTEE

The Bylaws Review Committee will serve for a term of one calendar year. This committee will review all proposed changes to the bylaws, as well as make recommendations for amending the Bylaws. The Bylaws Review Committee shall provide a written report to the membership and Directors of all proposed changes. This report is to be submitted 45 days prior to the Annual Membership Meeting.

The Bylaws Review Committee shall consist of not less than three members and not more than seven members with membership of the committee to be composed solely of Corporate Members, at least 50%+1 of whom are not Directors.

SECTION 6: 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 and place of special meetings of committees may be fixed by resolution of the Board of Directors. The Board of Directors may also adopt rules pertaining to the conduct of the meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 7: DISCHARGE OF COMMITTEES

Unless otherwise provided for in these Bylaws or in the resolution creating a committee, or other action of the Board, all non-standing committees shall be discharged at the conclusion of the regular Board meeting following the creation of the committee.

ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1: EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument 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, 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 resolution 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 purposes of this corporation.

ARTICLE 7: *CORPORATE RECORDS, REPORTS AND SEAL*

SECTION 1: *MAINTENANCE OF CORPORATE RECORDS*

Unless otherwise authorized by these Bylaws the corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and of members, and of committees of the board and of the Membership, 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 indicating their names, addresses and, if applicable, class of membership held by each member, and the termination date or suspension 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 of the corporation at all reasonable times.

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*

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 the corporation.

SECTION 4: *MEMBERS' INSPECTION RIGHTS*

Each and every member shall have the following inspection rights, for a 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, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date 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 reasonably 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 or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6: *ANNUAL REPORT*

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes for 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 of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more in gross revenues or receipts 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, as specified by the above provisions of this Section relating to the annual report.

SECTION 7: *ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS*

This corporation shall mail or deliver to all 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 or 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 its 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 persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications 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 persons 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 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 8: FISCAL YEAR

SECTION 1: FISCAL YEAR OF THE CORPORATION

~~The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year. The year shall be divided in to four Quarters, with Quarters beginning on the first day of October, January, April, and July and ending on the last day of December, March, June, and September, respectively.~~

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year. The year shall be divided in to four Quarters, with Quarters beginning on the first day of January, April, July, and October, and ending on the last day of March, June, September, and December, respectively.

ARTICLE 9: AMENDMENT OF BYLAWS

SECTION 1: AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by concurrent majority approval of both the Board of Directors and the Membership of this corporation.

ARTICLE 10: *AMENDMENT OF ARTICLES*

SECTION 1: *AMENDMENT OF ARTICLES*

Amendment of the Articles of Incorporation may be adopted by the concurrent majority approval of both the Board of Directors and the Membership of this corporation.

SECTION 2: *CERTAIN AMENDMENTS*

Notwithstanding the above Section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation 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 or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 11: *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 operations of the corporation, provided, however that this provision shall not prevent payment to any such person of 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 voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE 12: *MEMBERS*

SECTION 1: *DETERMINATION AND RIGHTS OF MEMBERS*

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

SECTION 2: *QUALIFICATIONS OF MEMBERS*

An individual shall qualify for membership if he or she is currently a member of the Board of Directors.

An individual shall also qualify for membership if he or she has served on the Board of Directors at least one year out of the past three.

An individual shall qualify for membership if he or she has become Eligible. The Corporate Secretary shall determine Eligibility once a Quarter, no later than 1 month after the end of a Quarter. The Secretary shall compile all Active and Final Staff Lists (as described in Article 5, Section 3) from all Standing Committees active within the past 20 Quarters. If a person appears on two Staff Lists within the previous 20 Quarters, *one of which in the previous 12 quarters*, the person is Eligible for membership.

The Secretary shall maintain a qualification roster of members and nonmembers, and shall make this roster freely available to members and nonmembers alike. This roster shall list each current Board Member; each Board Member from the past four years and each Standing Committee active staff list from the past four years. The roster shall note those individuals who currently qualify for membership.

The Secretary shall inform qualifying nonmembers of the opportunity to become members, and shall provide them with membership applications. At the same time, the Secretary shall inform those members who no longer qualify for membership. All such notifications shall be delivered personally, or shall be sent to the individual's last known mailing address.

SECTION 3: *ADMISSION OF MEMBERS*

Applicants meeting membership criteria shall be admitted (or re-admitted) to the corporation upon receipt by the Secretary of a valid membership application and receipt of current and past dues.

SECTION 4: *FEES, DUES AND ASSESSMENTS*

- (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 \$36.00, payable quarterly.
- (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*

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

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

SECTION 7: *NONLIABILITY OF MEMBERS*

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

SECTION 8: *NONTRANSFERABILITY OF MEMBERSHIPS*

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

SECTION 9: *SUSPENSION OR TERMINATION OF MEMBERSHIP*

(a) Grounds for Suspension: The membership of a member shall be suspended and all rights granted to that member also suspended, under any of the following circumstances:

- (1) Upon failure to pay dues for the current quarter.
- (2) Upon failure to qualify for membership as described in Section 2 of this Article.

Upon correcting the cause for suspension, membership rights shall be immediately restored.

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

- (1) Upon said member's notice of 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 and should be expelled from the corporation.

(c) Procedure for Expulsion by Board Action: Following the determination that a member should be expelled under subparagraph (b)(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 thereof. 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 will 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 proposed 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 pro-rated 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 13: *MEETINGS OF MEMBERS*

SECTION 1: *PLACE OF MEETINGS*

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

SECTION 2: *ANNUAL MEETING*

The members shall meet annually on the second Sunday of November, at 1:00pm, for the purpose of electing directors and transacting other business as may come before the meeting.

SECTION 3: *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 percent (20%) or more of the members.

SECTION 4: *NOTICE OF MEETINGS*

(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 ten (10) 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 twenty (20) 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. 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 these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(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 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, time, and place 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. 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. Waivers of notice 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 directors without cause;
2. Filling of vacancies on the Board by members;
3. Amending the Articles of Incorporation;
4. Amending the Bylaws of the corporation; and
5. An election to voluntarily wind up and dissolve the corporation.

SECTION 5: QUORUM FOR MEETINGS

A quorum shall consist of one-half (1/2) of the 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 votes 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.

SECTION 6: MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of members present in person 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

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote, unless otherwise decided by the presiding officer. Election of Directors, however, shall be by ballot only.

SECTION 8: PROXY VOTING

Proxy voting shall not be permitted.

SECTION 9: CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation or in his or her absence, by the Vice-President of the corporation or in the absence of all of these persons, by a Chairman chosen by a majority of the voting members present in person. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the Standard Code of Parliamentary Procedure, AIP, 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

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 each 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 which 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 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.

The Secretary shall conduct a written ballot, as above, at the request of the President, the Board of Directors, or upon resolution of the Membership. The Secretary shall also conduct a ballot upon receipt of the written request of one-fifth (1/5) the total voting membership.

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

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

SECTION 11: 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 12: RECORD DATE FOR MEETINGS

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

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth in these Bylaws.

Stella Bloom, Secretary

Dated