Amended Bylaws of the
Valley Glen Neighborhood Association,
a California Nonprofit Public Benefit Corporation

Article I. Name and Location of Offices

1. Name and Location of Offices.
   1.1. Name. The name of this Corporation is Valley Glen Neighborhood Association.
   1.2. Locations.
      1.2.1. Principal Place of Business. The Corporation’s principal place of business shall be the residence of the then current President of the Corporation.
      1.2.2. Mailing Address. The Corporation’s mailing address is 13300 Victory Blvd., Box 385, Valley Glen, CA 91401.
      1.2.3. Locations of Operations. The Corporation may conduct business, hold meetings, conduct activities or otherwise operate in any location within or without the State of California.

Article II Purpose

2. Purpose.
   2.1. Non-Profit. 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 exclusively for public and charitable purposes.
   2.2. Primary Public Purposes. The Corporation’s primary public purposes are:
      2.2.1. Neighborhood Empowerment. Support neighborhood empowerment.
      2.2.2. Information and Awareness. Inform residents of matters of common interest.
      2.2.3. Positive Change. Act on behalf of all members to affect positive change.
      2.2.4. Public Safety. Enhance public safety through community awareness and cooperation with public safety agencies.
      2.2.5. Neighborhood Improvement and Development. Coordinate community efforts supporting beautification, local business awareness, and neighborhood cohesiveness.
   2.3. Primary Charitable Purposes. The Corporation’s primary charitable purposes are:
      2.3.1. The Arts. Support and nurture the arts in the neighborhood;
      2.3.2. Schools. Support local schools through joint participation in community activities; and
      2.3.3. Financial Aid. Help meet the financial needs of disadvantaged community members either through giving to established social service entities or through direct giving where appropriate. The Board of Directors shall establish written criteria to inform direct giving, consistent with the Corporation’s purposes and
these bylaws.

2.4. Limitations to Purposes.

2.4.1. Political Activities. The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in this Article 2 and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

2.4.2. Prohibited Activities. The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in this Article 2. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons, or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in this Article 2 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Code.

2.5. Dedication and Disposition of Assets.

2.5.1. Property Dedicated to Nonprofit Purposes. The property of the Corporation is irrevocably dedicated to public and charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

2.5.2. Distribution of Assets Upon Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed only to a nonprofit fund, foundation, or Corporation which is organized and operated exclusively for public or charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

Article III. Membership

3. Membership.

3.1. Members. The Corporation shall have four (4) classes of members.

3.2. Classes of Membership and Qualifications.

3.2.1. Sponsoring Members. Any natural person over the age of 18 who resides
within the geographical confines of Greater Valley Glen, as defined by the City of Los Angeles, is eligible to be a sponsoring member of the Corporation. In addition to meeting the residency requirements, Sponsoring Members pay annual dues in the amount of $20.00. Annual dues are paid per individual and not per household, with each paying member of a household considered a sponsoring member. Annual dues are payable as of January 1, and are considered delinquent if not paid within 60 days. A person shall be deemed a Sponsoring Member upon submission of an application in such form and in such manner as prescribed by the Board, and submission of annual dues. Annual dues are considered donations and therefore nonrefundable upon termination of membership.

3.2.2. Business Members. Any business, whether a sole proprietorship, partnership, corporation, or other legally recognized form of business entity located within the geographical confines of Greater Valley Glen, as defined by the City of Los Angeles, is eligible to be a Business Member of the Corporation. A person or entity shall be deemed a Business Member upon submission of an application in such form and in such manner as prescribed by the Board and upon contribution of a minimum of $250 annually either through donations, sponsorship, services, or purchase of advertisements in the Valley Glen Voice.

3.2.3. Honorary Members. Status as an Honorary Member may be bestowed by the Board on persons not otherwise qualified for membership, who have provided significant support to the Corporation, either through service or through financial or other support.

3.2.4. Affiliated Organization Members. On a case-by-case basis the Board may bestow Affiliated Organization Membership to non-profit organizations operating within Valley Glen, whose purposes and mission align with those of this Corporation.

3.2.5. Multiple Classes of Membership. Although no member may hold more than one membership in a single class, any member who qualifies for membership in several classes may hold such memberships.

3.2.6. Resident Participation. Notwithstanding the foregoing, all residents of Valley Glen are welcome to attend Town Halls and other events as specified by the Board.

3.3. Number of Members. There shall be no limit on the number of members the Corporation may admit.

3.4. Non-Transferability of Membership. Neither membership in the Corporation nor any rights afforded to members may be transferred or assigned, for value or otherwise.

3.5. Membership Roll. The Corporation shall keep, in any form capable of being converted into written form, a membership roll recording the name, address, and class of each member. The roll shall also record the date of termination of membership, if any. Access to the membership roll shall be kept at the principal
office of the Corporation and by the Secretary, and shall be subject to the rights of inspection afforded by law and as set forth in Sections 4.6, 5.4.3.1, and 10.4 of these bylaws. Use of membership roll data shall be for Corporation purposes only; neither Officers, Directors, nor members shall use information available from the Roll for any purpose, other than for commerce of the Corporation.


3.6.1. Sponsoring members shall have the right to vote for.

3.6.1.1. Any action which may appropriately be brought before the membership at a duly noticed meeting of the members of the Corporation; and,

3.6.1.2. Directors of the Corporation pursuant to Section 6.2.2.1, when present at a meeting called for that purpose

3.6.1.3. Cumulative voting shall not be authorized for the election of Directors or for any other purpose.

3.6.1.4. Members may not exercise their right to vote by appointing proxies.

3.6.1.5. Voting shall be by individual sponsoring members.

3.7. Non-Liability of Members. A member of the Corporation shall not, solely because of such membership, be personally liable for the debts, obligations or liabilities of the Corporation.

3.8. Termination or change of Membership. Membership in the Corporation and all rights afforded to Members shall automatically terminate on the occurrence of any of the following.

3.8.1. Death.

3.8.2. Voluntary resignation of membership.

3.8.3. Relocation such that the member is unable to meet the residency requirement.

3.8.4. Expulsion for Cause. The Board may expel a member for cause, upon a determination that a member’s activity or behavior unacceptably detracts from the Corporation’s ability to operate, or otherwise reflects unfavorably upon the Corporation, or tends to place the Corporation in disrepute.

3.8.4.1. Examples of such conduct include, but are not limited to:

3.8.4.1.1. Bullying, threatening or intimidating members of the Corporation, or persons with whom the Corporation interacts;

3.8.4.1.2. Harassment, whether sexual or otherwise, which creates a hostile environment inconsistent with the values and mission of the Corporation.

3.8.4.1.3. Using membership or status within the Corporation to inappropriately seek personal gain or benefit.

3.8.4.1.4. Violation of these bylaws in a manner that exhibits moral turpitude.

3.8.4.1.5. Knowingly misrepresenting or representing without actual authority, the intent, policies, or official positions of the Corporation, its members, Directors and Officers.

3.8.4.2. The Board shall receive, investigate, and adjudicate complaints or
allegations that a member’s conduct warrants expulsion for cause. The Board may adjudicate the matter with all Directors taking part, or by a committee designated to adjudicate the expulsion. Should the Board or designated committee determine that expulsion of a member is warranted, the Board shall give such member(s) notice at least 15 days prior to the expulsion date and state the reasons for the expulsion. The Board or designated committee shall also provide an opportunity for the member to be heard, orally or in writing, not less than five (5) days prior to the effective date of expulsion. Such oral or written presentations by a member(s) shall be made to the Board or the committee designated to adjudicate the issue of expulsion.

3.8.4.3. The Board or designated committee may elect, should the circumstances warrant, that in lieu of expulsion, a member may be censured or suspended for such time as the Board or designated committee deems appropriate in light of all the facts and circumstances underlying the member’s conduct.

3.8.5. Failure of Sponsoring Members to pay their annual dues when due.

3.9. Record Date of Membership. The record date, as used to identify the members entitled to notice of and entitled to vote at any meeting, is thirty (30) days before the date of the meeting.

Article IV. Directors

4. Directors.

4.1. Number of Directors. The number of Directors of the Corporation shall be not less than seven (7), nor more than thirteen (13). The Board shall from time to time, by resolution, establish the number of Directors, to meet the management needs of the Corporation.

4.2. Qualifications of Directors. No member may be a candidate for the office of, nor be elected as a Director, who does not meet the following qualifying standards:

4.2.1. Good Standing. Sponsoring Member in good standing.

4.2.2. Consistent Participation. Consistent participation, for a minimum of one (1) year, in Corporation activities or operations, including but not limited to:

4.2.2.1. Service Activities. Scheduled service activities requiring the participation of three (3) or more members.

4.2.2.2. Grid Service. Effective service, for a minimum of one (1) year, in a representative capacity for specified locations within the geographical confines of Greater Valley Glen as defined by the City of Los Angeles.

4.2.2.3. Committee Service. Service, for a cumulative minimum of one (1) year, on a committee or committees established from time to time by the Board
to conduct activities and operations of the Corporation.

4.2.3. Time Commitment. Demonstrated ability to commit the necessary time required to effectively discharge duties as a Director of the Corporation.

4.2.4. Waiver or Requirements. The Board, by vote, may waive the requirements described above to allow election or appointment of a person or persons to the Board, where the skills or abilities such person(s) offers are deemed vital to the sound conduct of the Corporation’s affairs.

4.3. Powers. Subject to the provisions of the Articles of Incorporation of the Corporation as restated (the “Articles of Incorporation”), California Nonprofit Corporation Law, and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the “Board”). The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

4.4. Director Duties. In all things, follow the Code of Conduct, and, as a minimum, perform the following duties and meet the following responsibilities.

4.4.1. If not serving as an elected or appointed officer, serve as chair of at least one committee, either standing or ad hoc, as assigned by the Board.

4.4.2. Perform their duties, including submission of reports or information in a timely manner.

4.4.3. Regularly attend meetings of the Board and other Corporation events as necessary to fulfill the Director’s duties.

4.5. Selection and Tenure of Office. Directors shall be elected at each annual meeting of the Corporation for two (2) year terms. Each Director, including a Director appointed to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected or until that Director’s earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

4.5.1. Vacancies. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:

4.5.1.1. Board Expansion. Whenever the number of authorized Directors is increased; or

4.5.1.2. Failure to Elect. Failure, by the membership of the Corporation, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

4.5.1.3. Death. The death of a Director;

4.5.1.4. Removal of Director. The Board may remove a director for cause. Factors establishing cause for removal include, but are not limited to:

4.5.1.4.1. Consistent failure to perform the duties of Director with the requisite skill and effort necessary for the effective management and operation
of the Corporation.

4.5.1.4.2. Unethical conduct of any kind that negatively reflects on the Corporation, its members and Board, and its activities, operations and purposes.

4.5.1.4.3. The Board may, upon motion duly made and approved, delegate the authority to remove a Director under Sections 4.3.1.4 above, to the President of the Corporation, or a committee of Directors formed specifically to monitor and maintain the effectiveness of the Board and its Directors.

4.5.1.5. Resignation. Except as provided in section 4.4.1.5.3, a Director may resign by giving written notice to the President, the Secretary, or the Board as a whole. Such written resignation will be effective on the later of:

4.5.1.5.1. The date it is delivered; or,
4.5.1.5.2. The time specified in the notice that the resignation is to become effective.

4.5.1.5.3. 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 California Attorney General (the “Attorney General”).

4.5.1.6. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

4.5.2. Appointment to Fill Vacancies. If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by appointing an interim Director as soon as practicable after the vacancy occurs, to serve until the next scheduled election of Directors. If the number of Directors then in office is less than a quorum, additional Directors may be appointed to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

4.6. Rights of Inspection. Every Director shall have the absolute right to inspect any of the books, accounts, and records of the Corporation, consistent with the California Corporations Code, upon reasonable notice to the Secretary of the Corporation.

4.7. Committees.

4.7.1. Standing Committees. Standing committees of the Board may be appointed by resolution of the Board.

4.7.1.1. Standing Committees shall be composed of not less than two Directors
and any other combination of Directors and sponsoring Members as the Board sees fit.

4.7.1.2. Standing Committees shall have such duties and powers of the Board as may be expressly delegated to it by Board resolution, except with respect to:

4.7.1.2.1. The approval of any action for which the California Nonprofit Corporation Law also requires members' approval.
4.7.1.2.2. The filling of vacancies on the Board or on any committee.
4.7.1.2.3. The fixing of compensation of the Directors for serving on the Board or on any committee.
4.7.1.2.4. The amendment or repeal of Bylaws or the adoption of new Bylaws.
4.7.1.2.5. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or subject to repeal.
4.7.1.2.6. The appointment of other committees of the Board or the members thereof.

4.7.2. Ad hoc Committee. At any time, the President may appoint ad hoc committees to meet Corporation needs not reasonably within the purview of Standing Committees.

4.7.2.1. Ad Hoc Committees shall be composed of not less than one Director and any other combination of Directors and sponsoring Members as the President sees fit.

4.7.2.2. Ad Hoc Committees shall have such duties and powers as may be expressly delegated to it by the President, except with respect to:

4.7.2.2.1. The approval of any action for which the California Nonprofit Corporation Law also requires members' approval.
4.7.2.2.2. The filling of vacancies on the Board or on any committee.
4.7.2.2.3. The fixing of compensation of the Directors for serving on the Board or on any committee.
4.7.2.2.4. The amendment or repeal of Bylaws or the adoption of new Bylaws.
4.7.2.2.5. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; or
4.7.2.2.6. The appointment of other committees of the Board or the members thereof.
4.7.2.2.7. Any action that would tend to nullify the effect of actions taken by the various Standing Committees or the Board as a whole.

4.7.3. Committee Designation and Proceedings. Any Standing Committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committees shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such
committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

4.8. Fees and Compensation. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board. The Board shall establish written rules of procedure to validate expenditures for which a Director shall request reimbursement. Further, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be “interested persons” which, for purposes of this Section only, means: (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise; or (b) any sibling, 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.

4.9. Non-Liability of Directors. Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation and private property of such individuals shall be exempt from Corporation debts or liabilities, subject to the applicable provisions of California's Corporation Code, unless said debts, liabilities or other obligations are the direct result of intentional misconduct by a Director. The personal liability of Directors shall be eliminated to the fullest extent permitted by California law.

Article V. Officers

5. Officers.

5.1. Designation of Officers.

5.1.1. The Officers of the Corporation (“Officers”) shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be appointed in accordance with Section 5.1.2. The Board shall have the power to designate additional Officers, with such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person unless the articles or bylaws provide otherwise, except that no person serving as the President may serve concurrently as the Secretary or the Treasurer of the corporation.

5.1.2. Appointment. Officers shall be appointed by the Board at its annual meeting for a term of two years, and each shall serve at the discretion of the Board until their successor shall be appointed, or until their earlier resignation or removal. Officers may be appointed for three consecutive terms. Appointment shall be
by nominations from Directors and approval by affirmative vote of a majority of the Board. To the extent possible, appointed Officers shall be members of the Board, unless the best interests of the Corporation require appointment of an outside officer. The Board may by written resolution create procedural rules regarding inquiry into the fitness of persons under consideration for appointment as an officer.

5.2. Removal and Resignation.

5.2.1. Removal of Officers. Any Officer may be removed, with or without cause, (i) by the Board, at any regular, special, or annual meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred, by written resolution, of the Board.

5.2.2. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

5.3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, incapacity, or any other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Section 5.2.1, such vacancy shall be filled temporarily by appointment by the President, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

5.4. Duties and Powers of Officers.

5.4.1. President. The President of the Corporation (the “President”) shall preside at meetings of the Board and of the members of the Corporation. The President shall be the Chief Executive Officer and exercise and perform such other powers and duties as may from time to time be assigned by the Board or established by these Bylaws.

5.4.2. Vice President. The Vice President of the Corporation (the “Vice President”) shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall be the Chief Operating Officer of the Corporation and shall have such other powers and perform such other duties as may be established by the Board. Should the current President die, suffer ongoing disability, resign, be removed, or otherwise be permanently unable to fulfill his or her duties, the Vice-President
shall automatically assume the office of the President, and hold such office
until the next annual meeting of the Board of Directors.

5.4.3. Secretary. The Secretary of the Corporation (the “Secretary”) shall attend to the following:

5.4.3.1. Bylaws. The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.

5.4.3.2. Minute Book. The Secretary shall keep or cause to be kept a minute book, with the originals of all corporate resolutions.

5.4.3.3. Notices. The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

5.4.3.4. Corporate Records. Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.

5.4.3.5. Corporate Seal and Other Duties. The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

5.4.3.6. Required Filings. The Secretary shall make all required filings with government entities as required by law.

5.4.4. Treasurer. The Treasurer of the Corporation (the “Treasurer”) shall attend to the following:

5.4.4.1. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

5.4.4.2. Financial Reports. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

5.4.4.3. Tax Returns. The Treasurer shall prepare and cause to be filed all tax returns as necessary to comply with local, state and federal requirements.

5.4.4.4. Deposit and Disbursement of Funds. The Treasurer shall deposit, or cause to be deposited, all funds in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the
Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

5.4.5. Additional Officers. With respect to additional Officers allowed for under Section 5.1.1, The Board may delegate to the President the authority to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

5.5. Salaries and Compensation.

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

5.6. Non-liability of Officers. Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation and private property of such individuals shall be exempt from Corporation debts or liabilities, subject to the applicable provisions of California's Corporation Code, unless said debts, liabilities or other obligations are the direct result of intentional misconduct by an Officer. The personal liability of Officers shall be eliminated to the fullest extent permitted by California law.

Article VI. Meetings

6. Meetings.

6.1. Meetings of Directors.

6.1.1. Regular Meetings.

6.1.1.1. Annual Meeting. On the second (2nd) Tuesday of each April, the Board shall hold a meeting for the purposes of appointment of Directors, appointment of Officers not otherwise elected, review and approval of the corporate budget, and transaction of other business.

6.1.1.2. Other Regular Meetings. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

6.1.1.3. Monthly Planning Meetings. The Board and Officers shall hold monthly meetings on the first (1st) Thursday of each month to discuss and plan ongoing initiatives and activities. Persons other than Directors and Officers may be invited to attend all or a portion of such meetings at the discretion of the President.

6.1.1.4. Special Meetings. Special meetings of the Board for any purpose may be
called at any time by the President, or the Vice President or the Secretary, or any two Directors.

6.1.2. Notice of Meetings

6.1.2.1. Manner of Giving Notice. Except when the time and place of a regular meeting is set by the Board by resolution or these bylaws in advance, notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods: (a) Personal delivery of oral or written notice; (b) First-class mail, postage paid; (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (d) Facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner. All such notices shall be given or sent to the Director’s address, phone number, facsimile number, or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one regular meeting.

6.1.2.2. Time of Giving Notice. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system, or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

6.1.2.3. Contents of Notice. The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

6.1.3. Place of Meetings. Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board or standing rule of procedure. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

6.1.4. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the
Directors who is not present at the meeting signs a written waiver of notice, a 
consent to holding the meeting, or an approval of the minutes. The waiver of 
otice or consent does not need to specify the purpose of the meeting. All 
waivers, consents, and approvals shall be filed with the corporate records or 
made a part of the minutes of the meeting. Also, notice of a meeting is not 
required to be given to any Director who attends the meeting without protesting 
before or at its commencement about the lack of adequate notice. Directors 
can protest the lack of notice only by presenting a written protest to the 
Secretary either in person, by first-class mail addressed to the Secretary at the 
principal office of the Corporation, as contained on the records of the 
Corporation, as of the date of the protest, or by facsimile addressed to the 
facsimile number of the Corporation as contained on the records of the 
Corporation as of the date of the protest.

6.1.5. Quorum and Action of the Board.

6.1.5.1. Quorum. Five (5) Directors then in office shall constitute a quorum for the 
transaction of business at any meeting, except to adjourn as provided in 
Section 6.1.9.1.

6.1.5.2. Valid Acts. Every act taken, or decision made by a vote of the majority of 
the Directors present at a meeting duly held, at which a quorum is present, 
is the valid act of the Board, unless a greater number is expressly required 
by California Nonprofit Corporation Law, the Articles of Incorporation, or 
these Bylaws. A meeting at which a quorum is initially present may 
continue to transact business, notwithstanding the withdrawal of Directors 
from the meeting, if any action taken is approved by at least a majority of 
the required quorum for that meeting.

6.1.5.3. Actions Requiring Majority Vote by All Directors. The following actions 
shall require a vote by a majority of all Directors then in office in order to 
be effective:

   6.1.5.3.1. Approval of contracts or transactions in which a Director has a 
direct or indirect material financial interest as described in Section 
4.7 (provided that the vote of any interested Director(s) is not 
counted); and

   6.1.5.3.2. Creation of, and appointment to, Committees (but not ad hoc or 
advisory committees) as described in Section 4.6.

   6.1.5.3.3. Establishment, by resolution, of standing rules of procedure 
governing the activities of the corporation.

6.1.6. Conduct of Meetings.

6.1.6.1. Meetings of the Board shall be presided over by the President or, if the 
President is absent, by the Vice President or, in the absence of each of 
these persons, by a chairperson of the meeting, chosen by a majority of 
the Directors present at the meeting. The Secretary shall act as secretary
of all meetings of the Board, provided that, if the Secretary is absent, the
presiding officer shall appoint another person to act as secretary of the
meeting. Meetings shall be governed by rules of procedure as may be
determined by the Board from time to time, insofar as such rules are not
inconsistent with or in conflict with these Bylaws, with the Articles, or
with any provisions of law applicable to the Corporation.

6.1.6.2. Participation in Meetings by Telephone Conference. Members of the
Board may participate in a meeting through use of conference telephone
or similar communications equipment, so long as all members
participating in such meeting can hear one another.

6.1.6.3. Action Without a Meeting. Any action required or permitted to be taken
by the Board may be taken without a meeting, if all members of the
Board, individually or collectively, consent in writing to the 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 Corporation Law. Such written consent shall have
the same force and effect as a unanimous vote of the Board taken at a
meeting. Such written consent or consents shall be filed with the minutes
of the proceedings of the Board. Written consent may be transmitted by
first-class mail, messenger, courier, facsimile, e-mail or any other
reasonable method satisfactory to the President.

6.1.7. Adjournment

6.1.7.1. A majority of the Directors present, whether or not constituting a quorum,
may adjourn any meeting to another time and place.

6.1.7.2. Notice of the time and place of holding an adjourned meeting need not be
given, unless the meeting is adjourned for more than 24 hours, in which
case personal notice of the time and place shall be given before the time
of the adjourned meeting to the Directors who were not present at the time
of the adjournment.

6.2. Meetings of Members.

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

6.2.2. Annual Meeting. The annual meeting of the membership shall be held on the
second Tuesday of each March for the purpose of transacting such business as
may properly come before the meeting, including the election of Directors and
Officers. If such elections do not occur at such annual meeting, the Board shall
cause the election of Directors to be held at a special meeting of members
called and held as soon as reasonably possible after the adjournment of the
annual meeting of the membership.

6.2.3. Regular Town Hall Meetings. Regular Town Hall Meetings of the members shall be held on the second Tuesday of the third month of each of the Corporation’s fiscal quarters.

6.2.4. Special Meetings. Special meetings of members may be called by the board, the chairman of the board, the president, or such other persons, if any, as are specified in the bylaws. In addition, special meetings of members for any lawful purpose may be called by 5 percent or more of the members.

6.2.5. Notice of Meetings

6.2.5.1. Time of Notice. Except for Town Hall Meetings, meetings of the members shall be held upon ten (10) days' notice by first-class mail or five (5) days' notice given personally or by telephone, e-mail or other similar means of communication. Any such notice shall be addressed or delivered to each member or at such member's address, postal or e-mail, as it is shown in the membership roll of the Corporation. In the case of a special meeting, notice that such a meeting will be held shall be given not more than seven (7) days after receipt of a proper request for such a meeting, and the meeting shall be held not earlier than twenty-one (21) nor later than thirty (30) days after receipt of such a request.

6.2.5.2. Contents of Notice. The notice of any meeting shall state the place, date, and time of the meeting. In the case of special meetings, the notice shall also state those matters to be presented for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those candidates who are nominees at the time the notice is given to the members.

Article VII. Transactions Between Corporation and Directors or Officers

7. Transactions Between Corporation and Directors or Officers.

7.1. Transactions with Directors and Officers.

7.1.1. Interested Party Transactions. Except as described in Section 4.7, the Corporation shall not be a party to any transaction:

7.1.1.1. In which one or more of its Directors or Officers has a material financial interest, or

7.1.1.2. With any Corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

7.1.2. Requirements to Authorize Interested Party Transactions. The Corporation shall
not be a party to any transaction described in 4.8 unless:

7.1.2.1. The Corporation enters into the transaction for its own benefit;
7.1.2.2. The transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
7.1.2.3. Prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director’s or Officer’s financial interest in the transaction;
7.1.2.4. Prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
7.1.2.5. The minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 10.1.2.

7.1.3. Material Financial Interest. A Director or Officer shall not be deemed to have a “material financial interest” in a transaction:

7.1.3.1. If the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
7.1.3.2. Where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the Corporation for the preceding year or $100,000.

7.2. Loans to Directors and Officers

7.2.1. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that, however, the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

7.3. Interlocking Directorates

7.3.1. No contract or other transaction between the Corporation and any Corporation, firm or association of which one or more Directors are Directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director’s other
Directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 7); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

7.4. Duty of Loyalty
7.4.1. Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation. Furthermore, nothing in this Section shall be construed to override or amend the provisions of Article 4. All conflicts between the two articles shall be resolved in favor of Article 4.

Article VIII. Indemnification

8. Indemnification
8.1. Definitions. For purpose of this Article 8.

8.1.1. “Agent” means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic Corporation that was a predecessor Corporation of the Corporation or of another enterprise at the request of the predecessor Corporation;

8.1.2. “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

8.1.3. “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent due to his or her position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article.

8.2. Indemnification in Actions by Third Parties. This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this Corporation to procure judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or any action brought by the Attorney General under Section 5237 thereof) by reason of the fact that such person is or was an agent of this Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this Corporation and, in the case of a criminal proceeding,
has no reasonable cause to believe the conduct of such person was unlawful. The
termination of any proceeding by judgment, order, settlement, conviction or upon a
plea of nolo contendere or its equivalent shall not, of itself, create a presumption that
the person did not act in good faith and in a manner which the person reasonably
believed to be in the best interests of this Corporation or that the person had
reasonable cause to believe that the person's conduct was unlawful.

8.3. Indemnification in Actions by or in the Right of the Corporation. This Corporation
shall have the power to indemnify any person who was or is a party, or is threatened
to be made a party, to any threatened, pending or completed action by or in the
right of this Corporation or brought under Section 5233 of the California Nonprofit
Public Benefit Corporation Law, or an action brought by the Attorney General under
Section 5237 thereof, to procure a judgment in its favor by reason of the fact that
such person is or was an agent of this Corporation, against expenses actually and
reasonably incurred by such person in connection with the defense or settlement of
such action if such person acted in good faith, in a manner such person believed to
be in the best interests of the Corporation and with such care, including reasonable
inquiry, as an ordinarily prudent person in a like position would use under similar
circumstances. No indemnification shall be made under this Section 8.3:

8.3.1. In respect of any claim, issue, or matter as to which such person shall have been
adjudged to be liable to this Corporation in the performance of such person's
duty to this Corporation, unless, and only to the extent that the court, in which
such proceeding is or was pending, shall determine upon application that, in
view of all relevant circumstances, such person is fairly and reasonably entitled
to indemnity for the expenses which such court shall determine;

8.3.2. Of amounts paid in settling or otherwise disposing of a threatened or pending
action, with or without court approval; or

8.3.3. Of expenses incurred in defending a threatened or pending action which is
settled or otherwise disposed of without court approval, unless it is settled with
the approval of the Attorney General.

8.4. Indemnification Against Expenses. To the extent that an agent of this Corporation has
been successful on the merits in defense of any proceeding referred to in Section 2 or
Section 3 of this Article or in defense of any claim, issue or matter therein, the agent
shall be indemnified against expenses actually and reasonably incurred by the agent
in connection therewith.

8.5. Required Indemnification. Except as provided in Section 8.4 of this Article, any
indemnification under this Article shall be made by this Corporation only if
authorized in the specific case, upon a determination that indemnification of the
agent is proper in the circumstances because the agent has met the applicable
standard of conduct set forth in Section 8.2 or Section 8.3 by:

8.5.1. A majority vote of a quorum consisting of Directors who are not parties to such
proceeding; or

8.5.2. The court in which such proceeding is or was pending, upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this Corporation.

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

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

8.8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in Sections 8.4 or 8.5.2 in any circumstances where it appears:

8.8.1. That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or

8.8.2. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

8.9. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this article; provided, however, that this Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of section 5237 of the California Nonprofit Public benefit Corporation Law.

Article IX. Execution of Instruments, Deposits and Funds

9. Execution of Instruments, Deposits and Funds.

9.1. Execution of Instruments. The Board, 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. Any resolution for general authority, shall limit the value of the contract or instrument to not more than One Thousand dollars ($1,000.00). 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.

9.2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, 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, President, or Vice President, unless the amount of the transaction exceeds $500.00, in which case two signatures shall be required.

9.3. 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 may select.

9.4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

Article X. Additional Provisions

10. Additional Provisions.

10.1. Receipt and Disbursement of Funds

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

10.1.2. Disbursement of Funds. The Corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

10.2. Bylaw Amendments

10.2.1. Amendment by Directors. The Board may adopt, amend, or repeal bylaws. Such power is subject to the following limitations:

10.2.1.1. Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended, or repealed except by the vote of such greater number.

10.2.1.2. No amendment may extend the term of a Director beyond that for which such Director was elected.

10.2.1.3. If bylaws are adopted, amended, or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which
written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

10.3. Bylaws, Corporate Records. The Secretary of the Corporation shall keep the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date as well as other corporate records.

10.4. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the Board and any committee(s) of the Board shall be kept at the principal executive office of the Corporation. The minutes shall be kept in printed form, and the accounting books and records shall be kept either in printed form or in any other form capable of being converted into printed form. Members shall have the right to inspect the books, records and documents including the membership roll for a purpose reasonably related to such person’s interest as a member. Any request for inspection and the Corporation’s response to such request will comply with Cal. Corp Code §§ 6330 through 6638.

10.5. Procedural Rules. The Board, by the affirmative vote of a majority of all Directors, may establish, by resolution, standing rules of procedure for the operation of the activities of the corporation. Such standing rules shall conform to these bylaws, and comply with applicable state and federal law.

10.6. Required Reports and Filings. The Corporation shall issue all reports and filings required by law, as follows:

10.6.1. Reports. The Corporation shall issue:
   10.6.1.1. Its annual report to the Registry of Charitable Trusts as required by Cal. Govt. Code §12586;
   10.6.1.2. Its annual reports to Members as required by Cal. Corp. Code §§6321 and 6322.

10.6.2. Filings. The Corporation shall file:
   10.6.2.1. Its bi-annual Statement of information to the Secretary of State as required by Cal. Corp. Code §1520;
   10.6.2.2. Its state and federal tax returns; and
   10.6.2.3. All other documents required by law to be filed with governmental entities.