

BY-LAWS
OF
CORTE MADERA COMMUNITY FOUNDATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in Corte Madera, Marin 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.

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 purposes of this Corporation shall be to protect, preserve, enhance and enrich the environs of Corte Madera and the quality of life for the residents thereof by promoting events, facilities, programs, and services that build community spirit and enhance Corte Madera's small-town character.

ARTICLE 3
DIRECTORS

SECTION 1. NUMBER

The Corporation shall have no less than five and no more than fifteen Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of

this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

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

SECTION 3. DUTIES

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, 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 address with the Secretary of the Corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Terms of office of the Directors shall terminate on December 31 of a given year. Directors shall be elected by majority vote in December by the Board of Directors in a regular meeting in accordance with this section. Each Director shall serve for a period of three (3) years. A Director may be re-elected one (1) time for an additional three (3) year term by majority vote, and the Board may by unanimous vote extend a Director's length of service for additional three (3) years terms.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

SECTION 6. 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 a director.

- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

A majority vote of the Board of Directors shall select the time and place of Board meetings. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, or by e-mail, so long as a quorum of the Board participates in such meeting, and all Directors participating in such meeting can hear the conversation or read all emails between Directors. Meetings conducted solely by e-mail may only address administrative matters. All other matters must be considered at a regular or special meeting of the Board noticed in accordance with Section 10 of this Article.

SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held monthly at that place and time voted upon by a majority of Directors present at a regular meeting. A majority of the Board, by vote, may change the time and place of a Board meeting. The Secretary will notify all Directors of any change in the Board meeting schedule.

Cumulative voting by Directors for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director shall cast one vote, with voting being by ballot only.

SECTION 9. SPECIAL MEETINGS

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

SECTION 10. NOTICE OF MEETINGS

Directors shall be notified by telephone, mail or e-mail of the date, time and location of each regular monthly meeting. Special meetings of the Board shall be held upon four (4) days notice by first class mail or forty eight (48) hours notice delivered personally or by telephone or e-mail. If sent by mail or e-mail, the notice shall be deemed to be delivered on its deposit in the mails or at the date and time that the e-mail giving notice of the meeting is sent. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned, and if such adjourned meeting is held no more than twenty four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. An agenda of the forthcoming regular meeting and minutes of the last regular Board of Directors meeting will be provided to each Director at least 5 days prior to a regular meeting.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meetings 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 signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the number of Directors elected or serving at the most recent (annual) January meeting. Except as otherwise provided in these Bylaws or in the Articles of Incorporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

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

SECTION 14. 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, 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.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, 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 Chairperson 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 Roberts Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors concerning any administrative matter may be taken without a meeting. If time is of the essence the Presiding Officer may call for a vote via e-mail. Each Director's vote by email must be transmitted to all Directors simultaneously. 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.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) 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.

Directors may be removed without cause by a majority of the Directors then in office.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No 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.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director. A person elected to fill a vacancy as provided by this section shall hold office until the next January election of the Board of Directors.

SECTION 18. NON-LIABILITY OF DIRECTORS

The Directors shall not be liable for the debts, liabilities, or any other obligations of the Corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICER, 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 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 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may by majority vote authorize 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 provision 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 President, no more than two Vice Presidents, a Secretary, and a Chief Financial Officer who shall be the Treasurer. The Corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as President or Chairperson of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any Director in good standing may serve as an Officer of this Corporation. In November of every year the President will appoint a nominating committee to prepare a prospective slate of officers for the oncoming year. The election will be held in December and the elected officers will take office in January. A majority vote is necessary to elect a Director to Office.

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 vote of a majority of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. 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 a vote of a majority of 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. 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 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. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Unless another person is specifically appointed as chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. 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

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President, or in that person's absence, the second Vice-President, shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- Certify and keep at the principal office of the Corporation the original or a copy of these

Bylaws as amended or otherwise altered date.

- Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these By Laws or as required by law.
- Be custodian of, the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.
- Exhibit at all reasonable times to any Director of the Corporation or to his or her agent or attorney on request therefore, the Bylaws and, the minutes of the proceedings of the Directors of the Corporation.
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

- Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:
- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.
- 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.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- Submit or file all required tax statements with government entities.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation, provided, however, that such compensation paid a Director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation. .

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors, designate two (2) or more of its members who may also be serving as officers of this Corporation) to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the of the Corporation, except with respect to:

- a. The filling of vacancies on the Board or on any committee which has the authority of the Board.
- b. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- c. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- d. The appointment of committees of the Board or members thereof.
- e. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- f. The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 (d) (3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The committee shall keep regular minutes of its' proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

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

The committees shall be chaired by a member of the Board of Directors. The title and duties of committees established by the Board of Directors will be described in an addendum attached to these Bylaws.

SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES.

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

ARTICLE 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 2/3 vote of the Directors present, 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 two officers of the Corporation.

SECTION 3. DEPOSITS

All the 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

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

- a. Minutes of all meetings of Directors and committees of the Board, 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 properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

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. 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 5. 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, 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 statement(s) **(were) was** prepared without audit from the books and records of the Corporation.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This Corporation shall mail or deliver to all Directors a statement within one hundred twenty (120) days after the close of the 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:
 - i. 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
 - ii. 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 Directors pursuant to Section 5238(e) (2) of the California Nonprofit Public Benefit Corporation Law.

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

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on January 1st and end on December 31st each year.

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 approval of a majority of the Board of Directors.

ARTICLE 10 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by a majority of the Board of Directors.

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 Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided, however, that this provision shall not prevent payment to any such persons 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.

AMENDMENT OF BYLAWS

The foregoing Bylaws of the Corporation, consisting of 15 pages, were amended by majority vote of the Board of Directors at its regular meeting on December 21, 2009.

CERTIFICATE

This is to certify that the forgoing is a true and correct copy of the Bylaws of the Corporation in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation.

Dated: December 21, 2009
Becky A. Reed, Secretary