

BYLAWS OF
TEMECULA VALLEY ALANO CLUB
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, INC.
Dated: December 17, 2008

ARTICLE I

PURPOSES

This corporation is formed for public and charitable purposes, as permitted under the California nonprofit public benefit corporation law, including without limitation, aiding and assisting people in the recovery of their alcohol problem, and to provide a meeting place for members of all twelve-step programs by providing and maintaining physical facilities for educational and recreational uses.

ARTICLE II

OFFICES

Section 1. PRINCIPAL OFFICE. The temporary principal office of this corporation in the State of California shall be located at 27470 Commerce Center Drive, Ste C in Temecula, CA 92590.

Section 2. OTHER OFFICES. Offices may be maintained at such other place or places, as the Board of Directors may from time to time determine, where the business of the corporation may be transacted and meetings of directors held, with the same force and effect as though done or held at said principal office.

ARTICLE III

NONPARTISAN ACTIVITY

This corporation has been formed under the California nonprofit public benefit corporation law for the purposes described above, and it shall be nonprofit and nonpartisan.

No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate or political office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE IV

DEDICATION OF ASSETS

The properties and assets of this corporation are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the exempt purposes specified in *Section 501(c)(3)* of the *Internal Revenue Code of 1986*, as amended, or the corresponding, provisions of any future Internal Revenue Law.

ARTICLE V

MEMBERS

Section 1. MEMBERSHIP COMMITTEE. The Membership Committee ("Committee") shall be appointed by the President. The Committee shall consist of three (3) members.

Section 2. MEMBERSHIP QUALIFICATIONS. Any person who is a member in good standing of a twelve-step program may present to the Committee his or her application for membership in Temecula Valley Alano Club. That application shall be considered by the Committee and, if the Committee determines that the applicant has maintained continuous sobriety for the thirty (30) day period immediately preceding the presentation of the application and all times thereafter, and has attended meetings of a twelve-step program at least once a week for at least three (3) weeks during that same thirty (30) day period, such application shall be accepted and the applicant shall be advised thereof.

Section 3. MEMBERSHIP CLASSES.

- A. FULL MEMBER – Any member of a twelve-step program residing in Riverside County, who has thirty (30) days of consecutive recovery time at the time of application.
- B. ASSOCIATE MEMBER – A bona-fide, immediate relative of, and sponsored by, a Full Member in good standing.
- C. GUEST MEMBER – Any member of any twelve-step program, not previously a member of TVAC, sponsored by a Full or Associate Member in good standing, may be granted a Guest Membership for a period not to exceed 30 days. Guest memberships may not be renewed on consecutive months.
- D. RECIPROCAL MEMBER – Any member, in good standing in any other Alano Club.
- E. OUT OF TOWN MEMBER – Any recovering member of any twelve-step program residing outside of Riverside County.
- F. LIFETIME MEMBER - No lifetime membership shall be given or awarded to any person, whether or not contingent on payment of dues, except by resolution adopted at a regular business meeting of the membership of TVAC by a two-thirds (2/3) vote of the members present. Lifetime memberships are not transferable.
- G. 10 year and 5 year memberships are also available. 10 year and 5 year memberships are not transferable.

Section 4. MEMBERSHIP DUES

A.	FULL MEMBER -	\$12.00/MO
B.	ASSOCIATE MEMBER -	\$12.00/MO
C.	GUEST MEMBER -	\$10.00/MO
D.	RECIPROCAL MEMBER -	\$10.00/MO
E.	OUT OF TOWN MEMBER -	\$10.00/MO
F.	LIFETIME MEMBER -	\$1500.00
G.	10 YEAR & 5 YEAR MEMBER -	DUES TO BE
	DETERMINED BY THE BOARD OF DIRECTORS	

Each member of TVAC shall pay monthly dues on or before the first day of each month. A member shall be considered delinquent in the payment of dues if said dues are not paid within thirty (30) days after the first of the month. Such member shall be notified of the delinquency by mail, sent to the last known address. If the delinquent dues are not paid within sixty (60) days after mailing of the notice of delinquency, the delinquent member shall automatically lose all membership rights and privileges.

The Board of Directors may, at its sole discretion, waive any past, present or future membership dues for any member in any event of hardship or special circumstances.

The amount of dues is to be determined and/or changed by resolution at a regular or special business meeting. At such a meeting, the amount for any or all listed membership categories will be determined.

Section 5. LOSS OF MEMBERSHIP.

Any member of TVAC who: (1) enters or is within or adjacent to TVAC premises while under the influence of alcohol, non-prescription narcotics, or barbiturates, (2) who practices panhandling within or adjacent to TVAC premises, (3) is guilty of conduct unbecoming of a member, or (4) violates any terms of the TVAC rules or these Bylaws, shall be subject to suspension or revocation of membership in TVAC. The extensive or extended use of non-prescription drugs, narcotics, or sedatives shall be construed a violation of sobriety and shall be considered synonymous with the use of alcohol in all Bylaws and Rules of TVAC.

Upon notice of possible suspension or revocation, the member shall be notified of his or her opportunity to be heard by the Board of Directors. Said notice shall be given to the member no less than 15 days prior to the hearing with the TVAC Board of Directors. Said member shall not be allowed on premises prior to hearing by the Board.

Section 6. MEMBERSHIP REINSTATEMENT/REVOCATION.

Any member whose membership has been suspended or revoked under Article V Section 5 of these Bylaws may apply to the Membership Committee for reinstatement. Upon such application, the Membership Committee will supply the Board with the Membership Committee's recommendation regarding reinstatement. The final determination regarding reinstatement is left to the sole and absolute discretion of the Board.

Section 7. MEMBERSHIP STANDARDS

Any member who is in conformance with the standards and requirements set forth in Article V Sections 2 and 4 of these Bylaws, and who is not suspended or under a currently

revoked membership, or under notice of possible suspension or revocation of membership as set forth in Article V Section 5 of these Bylaws, shall be considered a member in good standing of TVAC.

ARTICLE VI

VOTING

Section 1. METHOD OF VOTING.

The business of the general membership of TVAC shall be transacted by voice vote or show of hands. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Voting by proxy shall not be permitted. In the event three (3) or more candidates for Director are to be elected by secret ballot, the member, or members, as the case may be, receiving the highest number of votes on the first ballot shall be declared elected. Run-off voting shall be used only in the event of a tie vote.

Section 2. QUALIFICATIONS.

A member must be in good standing with TVAC in order to be eligible to vote at a membership meeting.

ARTICLE VII

DIRECTORS

Section 1. NUMBER. The authorized number of directors of this corporation shall be seven (7) unless otherwise determined by the Board of Directors.

Section 2. TERM OF OFFICE.

(a) Term of Office. Each director shall hold office for a term of two years from the date of the Director's election. In the event a Director is removed at a special meeting, or as otherwise provided in these bylaws, such Director shall hold his or her office until his or her successor is elected, or as otherwise provided in these bylaws.

(b) Term Limits. No Director may serve more than two (2) consecutive two (2) year terms.

(c) Group Designation. Based on the Minutes of the First meeting of the Board of Directors, following the adoption of these Bylaws, the Board of Directors shall divide its members into two (2) groups, the first consisting of four (4) Directors and the second consisting of three (3) Directors. The four (4) Directors in the first group shall hold office until the third annual meeting of the Board of Directors. The three (3) Directors in the second group shall hold office until the second annual meeting of the Board of Directors.

Section 3. NOMINATION AND SOLICITATIONS FOR VOTES.

(a) Nominating Committee. The Board of Directors shall act as a nominating

committee. The nominating committee shall select qualified candidates for election to the Board of Directors.

(b) Election of Directors. The Directors shall be elected by general membership at the annual meeting of the Board of Directors as prescribed by Section 8(c) of Article VII of these bylaws or at any regular or special meeting of the Directors. The Director(s) shall be elected by the general membership; provided, however, that no Director who is renominated to serve on the board for an additional term shall be allowed to vote in his or her election.

Section 4. POWERS OF DIRECTORS.

(a) General Corporate Powers. Subject to the provisions of the California nonprofit public benefit corporation law, 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.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws.

(ii) Change the principal office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside of the State of California; and designate any place within or outside the State of California for the holding of meetings.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(v) Sell, lease or otherwise dispose of the assets of the corporation, subject to the provisions of these bylaws and the California nonprofit public benefit corporation law.

Section 5. REPLACEMENT OF DIRECTORS. Whenever a vacancy exists on the Board of Directors, whether by breach, resignation, or otherwise, the vacancy shall be filled by a vote of the majority of the remaining directors at a regular or special meeting of the board, and the person or persons so elected to the board shall serve until the next annual election of directors. Any person designated to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated. Any person designated to fill a vacancy in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal contained herein.

Section 6. VACANCIES.

(a) Events Causing Vacancy. Subject to the discretion of the Board of Directors, a vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

(i) The death, disability, resignation, or removal of any director, or

(ii) The declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a fiduciary duty to the corporation, or

(iii) The increase of the authorized number of directors, or

(iv) The failure of the membership to elect the number of directors scheduled to be elected, at any meeting of the membership at which any director or directors are to be elected or

(v) Three unexcused absences by a director in any calendar year of their term at regular board meetings held pursuant to Article VII, Section 8(b).

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a quorum of duly elected directors in charge of its affairs.

(c) No Vacancy On Reduction Of Number Of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 7. COMPENSATION.

(a) Entitlement to Compensation. A member of the Board of Directors shall not receive compensation from the corporation for services as a director.

(b) Restriction On Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:

(i) Any person being compensated by the corporation for services rendered within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise; and

(ii) Any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law or father-in-law of any such person.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 8. MEETINGS.

(a) Place of Meetings. Meetings shall be held at such place or places as the

Board of Directors may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the corporation. Regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors may fix from time to time.

(b) Meeting by Telephone. Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(i) Each member participating in the meeting can communicate concurrently with all other members.

(ii) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(iii) The board has adopted and implemented a means of verifying both of the following:

(A) A person participating in the meeting is a director or other person entitled to participate in the board meeting.

(B) All actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

(c) Annual Meetings. The board shall hold an annual meeting on the third Tuesday of January of each year, unless the board fixes another date or time. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting directors and officers shall be elected. Notice of this meeting is not required.

(d) Board Meetings. Regular meetings of the Board of Directors shall be held on the third Tuesday of each month, unless the board fixes another date or time. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day.

(e) Special Board Meetings. The president may, as he or she deems necessary and appropriate, and the secretary shall, if so requested in writing by two members of the Board of Directors, call a special meeting of the board. In such event, fourteen (14) days written notice to each director shall be deemed sufficient.

(f) Special Membership Meetings. Special meetings of the membership may be called at any time by the president or by written petition signed by not less than five percent (5%) of the members. Written notice of such special membership meetings shall be mailed to all members no less than 20 nor more than 90 days prior to the date of the meeting, and shall state the location, date and time of the meeting, as well as the general nature of the business to be transacted.

(g) Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; provided, however, that if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

At all regular or special meetings of the membership, ten percent (10%) of the membership shall constitute a quorum; provided, however, that if the membership present at

any meeting is less than one-third (1/3) of the voting power, then the only matters that can be voted upon are matters as to which notice of their general nature was given under Article VI Sections 8(c) and 8(f) of these bylaws.

(h) Act of Majority Except as may otherwise be provided in these bylaws, or in the articles of incorporation of this corporation, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. ACTION WITHOUT MEETING. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board shall individually or collectively consent in writing to such action, and such written consent or consents are filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 10. LIABILITY OF DIRECTORS. Except as may be provided under the California nonprofit public benefit corporation law, the directors of this corporation shall not be personally liable for the corporation's debts, liabilities or obligations.

ARTICLE VIII

ADVISORY BOARD

The Board of Directors of the corporation may appoint individuals who may, but need not be directors, officers or employees of the corporation to serve as members of one or more Advisory Boards to the corporation. The purpose of the Advisory Boards shall be to advise the Board of Directors on any aspect of the operation of and/or purposes of the corporation. Members of the Advisory Boards may adopt and from time to time amend rules and regulations for the conduct of their meeting and shall keep minutes which shall be submitted to the Board of Directors of the corporation. Members of the Advisory Boards shall serve at the pleasure of the Board of Directors of the corporation. No members of the Advisory Boards shall be entitled to receive any compensation for serving on the Advisory Board.

ARTICLE IX

OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a president, one or more vice-presidents (as shall be determined by the Board of Directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of president and secretary.

Section 2. ELECTION AND TERM OF OFFICE. The officers of this corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. No officer shall serve more than two (2) consecutive terms in the same office, with the

exception of the treasurer, who may serve more than two (2) consecutive terms if re-elected.

If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified. The term of service shall begin immediately upon election and end upon election of a successor.

Section 3. QUALIFICATIONS. No member shall be eligible for election as an officer of TVAC until he or she has acquired three hundred sixty-five (365) consecutive days of recovery, and is a member in good standing of TVAC for a period of one hundred eighty (180) days, immediately prior to election. There shall, at no time, be more than two (2) Individuals from outside any 12 step-program serving as officers. At no time shall spouses serve as officers simultaneously.

Section 4. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the interests of the corporation would be thereby best served. Any such removal shall be without prejudice to the contract right, if any, of the officer so removed.

Section 5. VACANCIES. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. PRESIDENT. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president shall preside at all meetings of directors. The president may sign, with the secretary or other officer duly authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these bylaws, or by law to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section 7. VICE-PRESIDENT(S). In the absence of the president or in the event of an inability or refusal to act by the president, the vice-president or vice-presidents in the order of their election shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the president. Any vice-president shall perform such additional duties as may from time to time be assigned to him or her by the president or by the Board of Directors.

Section 8. TREASURER. The treasurer shall be the chief financial officer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; shall keep or cause to be kept and maintained, adequate and correct accounts of all funds and securities of the corporation, including accounts to the fund balance; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; must see to the preparation and filing of Federal and State annual tax returns, and must certify to the Boards of Directors that all such filings have been made in the time, form, and manner specified by law; and in general perform all duties incidental to the office of treasurer and such other duties as may from time to time be assigned by the president or by the Board of Directors. If so required the treasurer shall give a bond for the faithful discharge of the duties of the treasurer, in such sums and with such sureties as the board may deem appropriate. (Amended by Resolution No. 1, 10/08/2017)

Section 9. SECRETARY. The secretary shall keep the minutes of meetings of the Board of Directors, in one or more books provided for the purpose; seeing that all notices are duly given in accordance with these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a book containing the names and addresses of all directors of the corporation; exhibit to any director of the corporation, or to his agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the minutes of any meeting, and the other records of the corporation.

Section 10. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the Board of Directors, the president, the treasurer, or the secretary of the corporation. If so required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors may deem appropriate.

ARTICLE X

COMMITTEES; WAIVER OF NOTICE

Section 1. EXECUTIVE COMMITTEES. By majority vote of the directors in office, the Board of Directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more directors, such committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any director individually, of any responsibility imposed on it or him or her by these bylaws or bylaw.

Section 2. FINANCE COMMITTEE. The matter of controlling managing, investing, and disposing of the property of this corporation for the purpose of earning an income therefrom, as distinguished from the matter of applying property and funds to charitable and eleemosynary purposes, shall be exclusively vested in a finance committee which shall consist of the treasurer and two other directors, who shall be elected by majority vote of the Board of Directors.

Section 3. OTHER COMMITTEES. Other committees not having and exercising the managerial authority of the Board of Directors, may be established by resolution duly adopted by majority vote of the Board of Directors.

Section 4. TERMS OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors or until his or her successor is appointed, unless such committee shall be sooner abolished, or unless such member is removed or ceases to qualify as a member thereof.

Section 5. CHAIRMAN. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members of the committee.

Section 6. VACANCIES. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

Section 7. QUORUM. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section 8. RULES. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

Section 9. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of a nonprofit public benefit corporation law of California or under the provisions of the articles of incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. CONTRACTS. The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officer so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section 2. GIFTS AND CONTRIBUTIONS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the corporation.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. CHECKS, DRAFTS, ORDERS FOR PAYMENT. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice-president of the corporation.

ARTICLE XII

BOOKS AND RECORDS

Section 1. MAINTENANCE OF BOOKS AND RECORDS. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of the Board of Directors and committees.

Section 2. INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and

the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 3. FISCAL YEAR. The fiscal year of the corporation shall coincide with the calendar year and shall end on the 31st day of December each year.

ARTICLE XIII

INDEMNIFICATION

Section 1. DEFINITIONS. For the purposes of this article, "agent" includes 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; "proceeding" includes any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes attorneys' fees and any expenses of establishing a right to indemnification under this article.

Section 2. ACTIONS BY THIRD PARTIES. To the fullest extent permitted by law, the corporation shall 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 the corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, or other amounts actually or 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 the corporation and, in the case of a criminal proceeding, had 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 the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. To the fullest extent permitted by law, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding to procure a judgment in its favor by reason of the fact that such person is or was an agent of the 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 3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

Section 4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 and 3 or in defense of any claim, issue or matter there, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. REQUIRED DETERMINATIONS. Except as provided in Section 4, any indemnification under this article shall be made by the 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 Sections 2 and 3 by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the 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 the corporation.

Section 6. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the 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.

Section 7. OTHER INDEMNIFICATION. No provision made by the corporation to indemnify itself 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 to contract or otherwise.

Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED. No indemnification or advance shall be made under this article, except as provided in Section 4 or Section 5(c) in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the articles, 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

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

Section 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's status as such whether or not the corporation would have the power to indemnify the agent against liability under the provisions of this article.

ARTICLE XIV

AMENDMENTS

Section 1. POWER OF DIRECTORS TO AMEND BYLAWS. Subject to the limitations of the articles of incorporation, these bylaws, and the nonprofit public benefit corporation law of California, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws be adopted, by a resolution of the Board of Directors.