

**AMENDED AND RESTATED BYLAWS
OF
PENINSULA WOMEN'S CHORUS
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 Santa Clara County, California.

SECTION 2. CHANGE OF ADDRESS

The Board (as defined below) may, however, change the principal office from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

4000 Middlefield Road, Room T-2
Palo Alto, CA 94303

Dated: September 17, 2009

Dated:

Dated:

Dated:

SECTION 3. OTHER OFFICES

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

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

1. To perform and promote choral music for the benefit of the community and general public, including music written for women's voices, music using unique combinations of vocal and instrumental voices, and other traditional and non-traditional artistic expressions.
2. To foster, cultivate, and financially support the development of musical talents and skills and encourage and support musicians and musicianship among women of the San Francisco Peninsula.
3. To present quality concerts featuring music composed specifically (or arranged primarily) for women's voices.
4. To foster and cultivate the musical education interests of the chorus.

SECTION 2. HISTORY OF PENINSULA WOMEN'S CHORUS

The Peninsula Women's Chorus is a musical and artistic organization in the San Francisco Bay Area which has been in existence since 1966. The chorus has approximately 50 singers. Qualification for membership is by vocal audition administered by the Artistic Director. The Peninsula Women's Chorus 501(c)(3) corporation has been formed to provide an organizational and fundraising structure.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall have between seven and seventeen directors; collectively they shall be known as the Board of Directors ("**Board**"). The total number of directors constituting the entire Board shall be fixed from time to time by resolution of the Board. This provision 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.

At any election of directors to the Board, directors shall be selected by the Board from nominees proposed by the Nominating Committee as described in Article 5, Section 2, subject to the reserved power of the Board to fill vacancies as set forth in Article 3, Section 5. At any election of directors to the Board, any individual singer in the chorus shall have the right, but not the obligation, to propose nominees to the Nominating Committee.

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.

SECTION 2. POWERS

The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation. Any director who is an employee or agent of the corporation, or a contractor with the corporation shall not vote on matters of compensation, performance review, or terms of employment, agency, or any contract regarding that position;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Set the goals of the corporation and assist in fundraising and advocacy;
- (e) Continue the long-standing commitment to the singers of the chorus to receive their input and to maintain a close relationship between the singers and the Board;
- (f) Delegate policies established by the directors to the Artistic Director, the chorus coordinator, individual officers or directors, committees, or staff for implementation;
- (g) Meet at such times and places as required by these Bylaws; and
- (h) Register their addresses with the Secretary of the corporation. Notices of meetings mailed, delivered, sent by e- mail, or sent by facsimile to them at such addresses shall be valid notices thereof.

SECTION 4. CLASSIFIED BOARD

The Board shall be divided, with respect to the time for which they severally hold office, into three classes designated as Class I, Class II and Class III, respectively (the “**Classified Board**”). The Board may assign directors of the Board already in office to the Classified Board, which assignments shall become effective at the same time the Classified Board becomes effective. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board, with the number of directors in each class to be divided as nearly equal as reasonably possible. The initial term of office of the Class I directors shall expire on July 1, 2017, the initial term of office of the Class II directors shall expire on July 1, 2018, and the initial term of office of the Class III directors shall expire on July 1, 2019. At each annual meeting of the Board following July 1, 2017, directors elected to succeed those directors of the class whose terms then expire shall be elected for a term of office to expire at the third succeeding annual meeting of the Board after their election. Each director shall hold office until his or her successor shall have been duly elected and qualified, or until such director’s earlier death, resignation, or removal.

SECTION 5. VACANCIES

Vacancies on the Board shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board 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 sections 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 President, the Secretary, or the Board, 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 the California Nonprofit Public Benefit Corporation Law and this Article of these Bylaws, or (3) a sole remaining director.

A director elected to fill a vacancy as provided by this Section shall hold office until the expiration of the term for that vacant seat and until a successor has been elected and qualified, or until such director's earlier death, resignation, or removal.

SECTION 6. COMPENSATION

Directors shall serve without compensation. Directors shall be allowed reasonable advancement for or reimbursement of expenses incurred in the performance of their regular duties as specified in Article 3, Section 3. Directors may not be compensated for rendering services to the corporation in any capacity other than as director unless such other compensation is reasonable and is allowable under the provisions of Article 3, Section 7.

SECTION 7. 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 to it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board.

Any meeting may be held by conference telephone, electronic video screen communication, or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation (as defined in Sections 20 and 21 of the California Corporations Code, and other than conference telephone and electronic video screen communication) constitutes presence in person at that meeting if both of the following apply:

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

SECTION 9. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board shall be held at least annually, at a place and time to be fixed from time to time by resolution or unanimous written consent of the Board. At such meeting, new or additional directors shall be elected by the Board in accordance with Article 3, Section 1 of these Bylaws.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board shall be held upon at least four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, e-mail, or facsimile. If sent by mail, e-mail, or facsimile, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery by internet transmission or by telephone; no further notice shall be required. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent 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; RECORDS

Notice of meetings, unless otherwise dispensed with (such as an adjourned meeting held within twenty-four (24) hours), shall specify the place, day, and time of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

Notice of a meeting need not be given to a director who provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting the lack of notice, either prior thereto or at the commencement of such meeting. Any such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting (the "*Chair*"). 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.

SECTION 14. QUORUM FOR MEETINGS

A quorum shall consist of (a) one-half of the directors of the Board, if there is an even number of directors, or (b) a majority of the directors, if there is an odd number of directors.

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

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Article 3, Section 10.

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

SECTION 15. 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, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238(e)), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

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

SECTION 17. NON-LIABILITY OF DIRECTORS

No director shall be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter therein, such person shall be indemnified 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 19. INSURANCE FOR CORPORATE AGENTS

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

**ARTICLE 4
OFFICERS**

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be the Treasurer. The corporation may also have, as determined by the Board, one or more Vice Presidents, 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 Chief Financial Officer may serve as the President.

SECTION 2. QUALIFICATION, APPOINTMENT, AND TERM OF OFFICE

Any person may serve as an officer of this corporation, regardless of whether such person is or is not a director of the corporation. Officers shall be appointed by the Board and hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board 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.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Board 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 relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. 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, 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. He or she shall preside at all meetings of the Board. 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.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep and maintain a book of minutes of all meetings of the Board, and, if applicable, meetings of committees of the Board, recording therein the time and place of the meeting, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the corporation, if applicable, and see that the seal is affixed to all duly executed documents, if applicable, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws. See Article 7, Section 2, regarding adoption and use of a corporate seal.
- (e) Exhibit at all reasonable times to any director of the corporation on request therefor, the Bylaws and the minutes of the proceedings of the directors of the corporation.

- (f) 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.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws in Article 6, "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (a) 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.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements.
- (d) 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.
- (e) 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 therefor.
- (f) 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.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) 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.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board, 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 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. The Board may delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law, the charter, or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal or any resolution of the Board.
- (e) The appointment of committees of the Board or the members thereof.
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) 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 the directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the directors of the Board. The Executive 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. NOMINATING COMMITTEE

- (a) **Membership.** The Nominating Committee shall consist of a minimum of three (3) members of the Board, with the exact number determined by resolution of the Board. The members of the Nominating Committee, including the chairperson of the Nominating Committee, shall be appointed by the Board. If the Board does not appoint a chairperson, the Nominating Committee members may designate a chairperson by majority vote. Nominating Committee members shall serve for such term or terms as the Board may determine or until earlier death, resignation or removal. Nominating Committee members may be removed from the Nominating Committee, with or without Cause, by the Board.
- (b) **Duties.** The principal duties and responsibilities of the Nominating Committee are set forth below. These duties are set forth as a guide, with the understanding that the Nominating Committee will carry them out in a manner that is appropriate given the corporation's needs and circumstances. The Nominating Committee may supplement them as appropriate and may

establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

1. Recommend nominees to the Board in the following manner:
 - (a) At an appropriate time prior to each annual meeting of the Board at which directors are to be elected or reelected, the Nominating Committee shall recommend to the Board for election by the Board such candidates as the Nominating Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
 - (b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Nominating Committee shall recommend to the Board for appointment by the Board to fill such vacancy such candidate as the Nominating Committee, in the exercise of its judgment, has found to be well-qualified and willing and available to serve.
2. Consider nominations submitted by any individual singer in the chorus in accordance with the procedures set forth in Article 3, Section 1 or determined by the Committee from time to time.
3. Evaluate and recommend to the Board the removal of a director in accordance with the Board's governance principles.
4. Consider the desirability of procedures for the retirement or replacement of Board members, and, if the Nominating Committee deems appropriate, review and recommend to the Board adoption or amendment of such procedures.

SECTION 3. OTHER COMMITTEES

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

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The Board 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, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, 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.

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 may select.

SECTION 4. GIFTS

The Board 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, and make available for inspection at all reasonable times during office hours, in accordance with these Bylaws and with the California Nonprofit Public Benefit Corporations Law:

- (a) Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. 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.

**ARTICLE 8
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on July 1st and end on June 30th.

**ARTICLE 9
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

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

**ARTICLE 10
AMENDMENT OF ARTICLES**

SECTION 1. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation 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 Public Benefit 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 operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; 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.

**ARTICLE 12
MEMBERS**

SECTION 1. NO MEMBERS

This corporation shall have no members.