

**BYLAWS OF
ACTIVE 20-30 FOUNDATION, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE I

NAME, PURPOSE AND LIMITATIONS

SECTION 1. NAME

The name of the corporation is Active 20-30 Foundation, Inc.

SECTION 2. GENERAL PURPOSE

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

SECTION 3. SPECIFIC PURPOSES

The specific purpose of this corporation shall be to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Corporation Law of California and to carry on other charitable activities associated with this goal as allowed by law. The Board of Trustees may from time to time adopt specific purposes that shall define and restrict the activities of the corporation within the limitations of the General Purpose stated in section 2 above.

The specific purpose of this corporation shall also be to enhance the work of Active 20-30 by providing young adults an opportunity for personal growth, friendships and leadership development while improving the quality of life for the underserved children in our communities.

In addition, the specific purpose of this corporation shall include, but not be limited to providing grants for local Active 20-30 club membership growth, business incubation and expansion, development and support of new members, local community grants, disaster relief, academic scholarships, and fiscal sponsorships for local Active 20-30 clubs.

SECTION 4. CONTROLLING LAW; GRAMMAR USAGE

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

SECTION 5. MEMBERS

1. The corporation shall have no members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Trustees.

SECTION 6. TAX-EXEMPT STATUS

1. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

2. All corporate property is irrevocably dedicated to public benefit purposes, as set forth in Article 3.1(c) of the Articles of Incorporation, and Section 2 of Article I of these Bylaws. No part of the net earnings of this corporation shall inure to the benefit of any of its Trustees, officers or members, or to individuals.

3. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable purposes, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law), and which has established its tax-exempt status under Revenue and Taxation Code section 23701d (or the corresponding section of any future California revenue and tax law), and which satisfies the requirements of California Revenue and Taxation Code section 214.

ARTICLE II

OFFICES

SECTION 1. PRINCIPAL EXECUTIVE OFFICE

The principal office for the transaction of the activities and affairs of this corporation is located within the State of California. The Board of Trustees may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

SECTION 2. OTHER OFFICES

The corporation may also have offices at such other places as the Board of Trustees may from time to time designate, or as the business of the corporation may require.

ARTICLE III

DIRECTORS/TRUSTEES

SECTION 1. POWERS

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board. The board of directors shall be referred to as the Board of Trustees.

Without prejudice to the general powers set forth in this section bylaws, but subject to the same limitations, the board shall have the power to do the following:

(1) Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them

(2) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of the Trustees.

(3) Borrow money and incur indebtedness on the corporation's behalf 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.

SECTION 2. NUMBER

The Board of Trustees shall consist of five Ex Officio Trustees, one Designated Trustee, and no more than three (3) Elected Trustees unless changed by amendment to these bylaws. The exact number of Elected Trustees shall be fixed, within those limits, by a resolution adopted by the Board of Trustees. Subject to Article III, Section 3, the qualifications for Trustees are to be determined from time to time at the discretion of the Board of Trustees by a majority vote of the board of directions then in office.

SECTION 3. SELECTION AND TERM OF OFFICE

Trustees shall be comprised of Ex Officio, Designated, and Elected Trustees.

Ex Officio Trustees. Ex Officio Trustees shall consist of those persons duly qualified and serving in the following capacities of the Active 20-30 United States and Canada, Inc.:

1. Immediate Past President
2. President Elect

3. President
4. National Treasurer

The term of office of an ex officio Trustee shall coincide with that Trustee's respective term of office in the specified position entitling him or her to serve on the board of Trustees. Upon an ex officio Trustee's resignation or removal from that position, or resignation or removal from the board for any reason, the term of office as a Trustee of the corporation shall immediately cease. At that time, the successor in office shall become an ex officio Trustee of the corporation, occupying the place of the former Trustee.

Designated Trustee

One (1) Trustee shall be designated by the Foundation President as the Member-at-Large Trustee to take office at the annual meeting at which designated, or, if not designated at an annual meeting, at the next ensuing annual meeting following designation or, if applicable, at the time specified in the designation. Each designated Trustee shall hold office until the following annual meeting of the Board. The Designated Trustee shall be an active member in good standing with a chartered Active 20-30 club.

Elected Trustees

Up to three (3) additional Trustees may be elected at each annual meeting by plurality vote of the Trustees in office immediately prior to the annual meeting. Each elected Trustee shall take office upon election and shall hold office for one year until the next ensuing annual meeting of the Board and until a successor has been selected and qualified. Each elected Trustee shall be a responsible and productive person of high moral and ethical standards. Elected Trustees shall not be required to be active members of a chartered Active 20-30 club.

SECTION 4. INTERESTED PERSONS

No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (1) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Trustee as Trustee; and (2) 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 such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

SECTION 5. VACANCIES

A vacancy or vacancies on the Board of Trustees shall occur in the event of (1) the death, removal, or resignation of any Trustee; (2) the declaration by resolution of the board of a vacancy in the office of a Trustee who has been convicted of a felony, declared

of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (3) the increase of the authorized number of Trustees.

SECTION 6. RESIGNATION OF TRUSTEES

Any Trustee 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 the resignation; provided that, except upon notice to the Attorney General, no Trustee may resign if the corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs. If the resignation is effective at a future time, a successor may be selected before that time, to take office when the resignation becomes effective.

SECTION 7. REMOVAL OF TRUSTEES

Any Trustee may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Trustees at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in these by-laws. Any vacancy caused by the removal of a Trustee shall be filled as provided in Section 8.

The Board may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before expiration of the Trustee's term of office.

SECTION 8. VACANCIES FILLED BY BOARD

Vacancies in the Board shall be filled in the same manner as the Trustee(s) whose office is vacant was selected, provided that vacancies to be filled by election by Trustees may be filled by a majority of the remaining Trustees, although less than a quorum, or by a sole remaining Trustee. Each Trustee so selected shall hold office until the expiration of the term of the replaced Trustee and until a successor has been selected and qualified.

SECTION 9. TRUSTEE COMPENSATION

Trustees and members of committees of the board may not receive compensation for their services as Trustees or officers. However, Trustees and members of committees may receive such reimbursement of expenses related to their services as Trustees or committee members, as the board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

ARTICLE IV

BOARD MEETINGS

SECTION 1. LOCATION OF BOARD MEETINGS

Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

SECTION 2. MEETINGS BY TELECOMMUNICATION

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 both the following apply:

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

(2) 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.

SECTION 3. ANNUAL AND GENERAL (REGULAR) MEETINGS OF BOARD

The board shall annually hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

Other general (regular) meetings of the board may be held without notice at such time and place as the board may fix from time to time provided that there shall be at least two meetings each year.

SECTION 4. SPECIAL MEETINGS

Special meetings of the board for any purpose may be called at any time by the president or any vice president, the secretary, or any two Trustees.

SECTION 5. NOTICE OF SPECIAL MEETINGS

Notice of the time and place of special meetings shall be given to each Trustee by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Trustee or to a person at the Trustee's office who would reasonably be expected to communicate that notice promptly to the Trustee; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the Trustee's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice shall specify the purpose of the meeting.

SECTION 6. QUORUM

A majority of the number of Trustees then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common Trusteeships, (3) creation of and appointments to committees of the board, and (4) indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Trustees from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 7. WAIVER OF NOTICE

Notice of a meeting need not be given to any Trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Trustee who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

SECTION 8. ADJOURNMENT

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

SECTION 9. NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Trustees who were not present at the time of the adjournment.

SECTION 10. BOARD ACTION WITHOUT MEETING

An action required or permitted to be taken by the board may be taken without a meeting if all Trustees individually or collectively consent in writing to that action and if, subject to Corporations Code §5224(a), the number of Trustees then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as a unanimous vote of the Trustees. For purposes of Corporations Code §5211(b) only, “all Trustees” does not include an “interested Trustee” as defined in Corporations Code §5233(a) or a “common Trustee” as described in Corporations Code §5234(b) who abstains in writing from providing consent, when (i) the facts described in Corporations Code §5233(d)(1) or (d)(2) are established or the provisions of Corporations Code §5233(a) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon Trustees or in other records of the corporation; and (iii) the noninterested or noncommon Trustees approve the action by a vote that is sufficient without counting the votes of the interested Trustees or common Trustees.

SECTION 11. TRUSTEE VOTING

Each Trustee shall have one vote on each matter presented to the Board of Trustees for action. No Trustee may vote by proxy.

Except for board action without a meeting which requires the written consent of all Trustees, Trustee votes may only be cast in the course of a Trustee’s meeting, whether in person, telephone, or video conference.

No Trustee shall be restricted from voting unless such vote requires the recusal of an interested Trustee.

ARTICLE V

BOARD COMMITTEES

SECTION 1. BOARD COMMITTEES

The board, by resolution adopted by a majority of the Trustees then in office, may create one or more committees, each consisting of at least one Trustee and may also consist of one or more non-Trustees to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the Trustees then in office. The board may appoint one or more Trustees as alternate members of any such committee, who may replace any absent member at any meeting. The president shall be an ex officio member of each committee.

Committees consisting of non-Trustees are advisory only and may not be delegated any authority to act with the authority of the board. Any committee consisting solely of Trustees shall have all the authority of the board as specified by the board, to the extent provided in the board resolution, except that no committee may do the following:

- (1) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law;
- (2) Fill vacancies on the board or any committee of the board;
- (3) Fix compensation of the Trustees for serving on the board or on any committee;
- (4) Amend or repeal bylaws or adopt new bylaws;
- (5) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (6) Create any other committees of the board or appoint the members of committees of the board;
- (7) Approve any contract or transaction to which the corporation is a party and in which one or more of its Trustees has a material financial interest, except as special approval is provided for in Corporations Code §5233(d)(3).

SECTION 2. EXECUTIVE COMMITTEE

The board may appoint three (3) or more Trustees of the corporation to serve as the executive committee of the board. No non-Trustee may serve on the executive committee. To the extent the following officers are also Trustees, the executive committee shall be comprised of the President, Vice-President, Treasurer, and Secretary of the corporation. Other Trustees may also be appointed to the executive committee by a vote of the majority of the Trustees.

The executive committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the executive committee shall not have the authority of the board in reference to those matters enumerated in Article V, Section 1. All actions of the executive committee shall be reported to and ratified by the full board at the next duly scheduled board meeting.

SECTION 3. COMMITTEE MEETINGS

Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of board committees and the calling of special meetings of board committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

ARTICLE VI

OFFICERS

SECTION 1. OFFICERS

The officers of this corporation shall be a president, a secretary, and a chief financial officer. The corporation, at the board's discretion, may also have one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under these bylaws.

Any number of offices may be held by the same person, except that the secretary, the treasurer, and the chief financial officer may not serve concurrently as the president.

SECTION 2. ELECTION OF OFFICERS

The officers of this corporation, except any appointed under Section 3 of these bylaws, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract.

SECTION 3. ADDITIONAL OFFICERS

The board may appoint and authorize the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

SECTION 4. REMOVAL OF OFFICERS

Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

SECTION 6. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

SECTION 7. RESPONSIBILITIES OF PRESIDENT

Subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings. The president shall have such other powers and duties as the board or the bylaws may require. The president may temporarily delegate the execution of one or more of these duties to another Trustee, subject to board resolution. The president shall chair the board and shall preside at all meetings of the corporation.

SECTION 8. RESPONSIBILITIES OF VICE PRESIDENTS

If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and duties as the board or the bylaws may require.

SECTION 9. RESPONSIBILITIES OF SECRETARY

The secretary shall certify and keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at board and committee meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and certify and keep a copy of these bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

SECTION 10. RESPONSIBILITIES OF TREASURER

The treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the Trustees such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any Trustee at all reasonable times.

The chief financial officer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (2) disburse the corporation's funds as the board may order; (3)

render to the president, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (4) have such other powers and perform such other duties as the board or the bylaws may require.

If required by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

ARTICLE VII

CONTRACTS, INDEMNIFICATION, AND INSURANCE

SECTION 1. CONTRACTS WITH TRUSTEES

No Trustee of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Trustees are Trustees or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation unless (1) the material facts regarding that Trustee's financial interest in such contract or transaction or regarding such common Trusteeship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (2) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested Trustees; (3) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism and (2) results in a benefit to one or more Trustees or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

SECTION 2. LOANS TO TRUSTEES AND OFFICERS

This corporation shall not lend any money or property to or guarantee the obligation of any Trustee or officer.

SECTION 3. INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify its Trustees and officers, and may indemnify employees and other persons described in Corporations Code §5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code §5238(b) or §5238(c) the board shall promptly decide under Corporations Code §5238(e) whether the applicable standard of conduct set forth in Corporations Code §5238(b) or §5238(c) has been met and, if so, the board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 4. INSURANCE

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Trustees, employees, and other agents, to cover any liability asserted against or incurred by any officer, Trustee, employee, or agent in such capacity or arising from the officer's, Trustee's, employee's, or agent's status as such.

ARTICLE VIII

RECORDS AND REPORTS

SECTION 1. CORPORATE RECORDS

This corporation shall keep the following:

- (1) Adequate and correct books and records of account;
- (2) Minutes of the proceedings of its board, and committees of the board; and

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

SECTION 2. TRUSTEES' INSPECTION RIGHTS

Every Trustee shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The inspection may be made in person or by the Trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

SECTION 3. ANNUAL REPORT

The board shall cause an annual report to be sent to the Trustees within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds;
- (3) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (4) The corporation's expenses or disbursements for both general and restricted purposes;
- (5) Any information required by these bylaws; and
- (6) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the

information specified above for inclusion in an annual report must be furnished annually to all Trustees who requests it in writing. If the board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Government Code §§12580–12599.7 includes the information required in the annual report, then the corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

SECTION 4. ANNUAL STATEMENT

As part of the annual report or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation’s fiscal year, annually prepare and furnish to each Trustee a statement of any transaction or indemnification of the following kind:

(1) Any transaction (a) in which the corporation, or its parent or subsidiary, was a party, (b) in which an “interested person” had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either

(i) Any Trustee or officer of the corporation, its parent, or subsidiary (but mere common Trusteeship shall not be considered such an interest); or

(ii) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(2) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Trustee of the corporation under these bylaws.

ARTICLE IX

EMERGENCIES

SECTION 1. EMERGENCY

The emergency bylaw provisions of this section are adopted in accordance with Corporations Code §5151(g). Notwithstanding anything to the contrary herein, this section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in these bylaws:

(1) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

(2) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(3) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

(4) A state of emergency proclaimed by the governor of the state in which one or more Trustees are resident, or by the President of the United States.

SECTION 2. EMERGENCY ACTIONS

During an emergency, the board may:

(1) Modify lines of succession to accommodate the incapacity of any Trustee, officer, employee, or agent resulting from the emergency;

(2) Relocate the principal office or authorize the officers to do so;

(3) Give notice to a Trustee or Trustees in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the board cannot be given to that Trustee or Trustees in the manner prescribed by these bylaws; and

(4) Deem that one or more officers present at a board meeting is a Trustee, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the board may not take any action that is otherwise not in the corporation's ordinary course of business, unless the required vote of the Board of Trustees was obtained before the emergency. Any actions taken in good faith during an emergency under this section may not be used to impose liability on a Trustee, officer, employee, or agent.

ARTICLE X

AMENDMENT

SECTION 1. AMENDMENT OF BYLAWS

The Trustees may adopt, amend or repeal any bylaw by a vote of at least two-thirds of the number of Trustees then in office.

SECTION 2. AMENDMENT OF ARTICLES OF INCORPORATION

The Trustees may amend the Articles of Incorporation filed with the California Secretary of State by a vote of at least two-thirds of the number of Trustees then in office.

CERTIFICATE

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

Dated: November 11, 2021

Dale Finton, Secretary