

**CALIFORNIA SOCIETY FOR
HEALTHCARE ENGINEERING, INC.**

CSHE

BYLAWS

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TABLE OF CONTENTS

	Page
ARTICLE I	
ORGANIZATION	1
<i>Section 1. OFFICES</i>	1
<i>Section 2. SEAL OR EMBLEM</i>	1
ARTICLE II	
PURPOSES	1
ARTICLE III	
AFFILIATION	2
ARTICLE IV	
MEMBERSHIP	2
<i>Section 1. ELIGIBILITY FOR MEMBERSHIP</i>	2
<i>Section 2. CLASSES OF MEMBERSHIP</i>	2
<i>Section 3. SELECTION OF MEMBERS</i>	3
<i>Section 4. VOTING</i>	3
<i>Section 5. QUALIFICATION FOR COMMITTEES AND OFFICES</i>	3
<i>Section 6. DUES</i>	3
<i>Section 7. TRANSFERABILITY OF MEMBERSHIP</i>	3
ARTICLE V	
MEETINGS OF MEMBERS	3
<i>Section 1. PLACE OF MEETINGS</i>	3
<i>Section 2. ANNUAL MEETING</i>	3
<i>Section 3. SPECIAL MEETINGS</i>	4
<i>Section 4. NOTICE OF MEMBERS' MEETINGS</i>	4
<i>Section 5. MANNER OF GIVING NOTICE; AFFIDAVIT OF NOTICE</i>	4
<i>Section 6. QUORUM</i>	5
<i>Section 7. ADJOURNED MEETING; NOTICE</i>	5
<i>Section 8. VOTING</i>	5
<i>Section 9. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS</i>	5
<i>Section 10. MEMBER ACTION BY WRITTEN BALLOT</i>	
<i>WITHOUT A MEETING</i>	6
<i>Section 11. RECORD DATE FOR MEMBER NOTICE, VOTING AND</i>	
<i>GIVING CONSENTS</i>	6
ARTICLE VI	

CHAPTERS 6

ARTICLE VII
BOARD OF DIRECTORS 7

Section 1. POWERS 7
Section 2. NUMBER OF DIRECTORS 7
Section 3. ELECTION 7
Section 4. TERM OF OFFICE 7
Section 5. REMOVAL OF DIRECTORS 7
Section 6. RESIGNATION 8
Section 7. VACANCIES 8
Section 8. PLACE OF MEETINGS 8
Section 9. REGULAR MEETINGS 8
Section 10. SPECIAL MEETINGS 8
Section 11. ACTION WITHOUT MEETING 9
Section 12. QUORUM AND ACTION AT A MEETING 9
Section 13. VALIDITY OF A DEFECTIVELY CALLED OR NOTICED MEETING 9
Section 14. ADJOURNMENT 9
Section 15. FEES AND COMPENSATION 9
Section 16. CONFERENCE TELEPHONE 10

ARTICLE VIII
OFFICERS 10

Section 1. OFFICERS 10
Section 2. ELECTION 10
Section 3. SUBORDINATE OFFICERS 10
Section 4. REMOVAL AND RESIGNATION 10
Section 5. VACANCIES 11
Section 6. CHAIR 11
Section 7. VICE CHAIR 11
Section 8. SECRETARY 11
Section 9. TREASURER 11
Section 10. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS 12

ARTICLE IX
COMMITTEES 12

Section 1. COMMITTEES GENERALLY 12
Section 2. STANDING AND SPECIAL COMMITTEES 12
Section 3. EXECUTIVE COMMITTEE 12
Section 4. APPOINTMENT 13
Section 5. TERM OF OFFICE 13
Section 6. VACANCIES 13
Section 7. REMOVAL OF MEMBERS 13
Section 8. QUORUM AND VOTING 13

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND OTHER AGENTS 13

Section 1. INDEMNITY OF AGENTS 13

Section 2. ADVANCE OF EXPENSES 14

Section 3. INSURANCE 14

ARTICLE XI

GENERAL PROVISIONS 14

Section 1. MAINTENANCE AND INSPECTION OF CORPORATION RECORDS 14

Section 2. CHECKS, DRAFTS, AND ORDERS FOR PAYMENT OF MONEY 15

Section 3. EXECUTION OF CONTRACTS 15

Section 4. VOTING SHARES 15

ARTICLE XII

ACCOUNTING YEAR AND FINANCIAL REPORT 15

Section 1. ACCOUNTING YEAR 15

Section 2. ANNUAL REPORTS AND FINANCIAL STATEMENTS 15

Section 3. ANNUAL STATEMENT OF GENERAL INFORMATION 16

ARTICLE XIII

CONFLICT OF INTEREST 16

ARTICLE XIV

CONTROLLING BYLAW AND SPECIAL CONTRACT 16

ARTICLE XV

AMENDMENTS 17

ARTICLE I
ORGANIZATION

Section 1. NAME

This Corporation shall be known as the *California Society for Healthcare Engineering, Inc. (CSHE)*.

Section 2. OFFICES

The Board of Directors shall fix the location of the principal office of the Corporation at any place within the State of California. The Corporation may also have such other offices as the Board of Directors may from time to time establish.

Section 3. SEAL OR EMBLEM

The Seal or Emblem of the Corporation shall be a circle inscribing a map of the state of California with the name "CALIFORNIA SOCIETY FOR HEALTHCARE ENGINEERING, INC." in the circle. The motto shall be "BETTER PATIENT CARE THROUGH PROGRESSIVE ENGINEERING KNOWLEDGE" and shall be in a scroll across the center of the circle and under the map.

ARTICLE II
PURPOSES

The purposes of the Corporation shall be to advance the development of effective hospital engineering in healthcare institutions by:

1. Encouraging and assisting members to develop their knowledge and increase their competence in the field of plant and facility engineering.
2. Encouraging and assisting in conducting regular meetings, conferences, and educational programs.
3. Providing a medium for the interchange of ideas among members and the dissemination of information to members.
4. Serving in an advocacy role on behalf of the membership in the development of codes, regulations and legislation.

ARTICLE III

AFFILIATION

The Corporation is an affiliate of the American Society for Healthcare Engineering ("ASHE") of the American Hospital Association. The Corporation may recommend to ASHE policies within the area of its interest. It may also recommend programs and activities which it believes should be undertaken by ASHE. Recommendations and comments may be forwarded to ASHE by vote of the Board of Directors of the Corporation. The Corporation will report regularly to ASHE with respect to its programs, activities, and accomplishments.

ARTICLE IV

MEMBERSHIP

Section 1. ELIGIBILITY FOR MEMBERSHIP

Membership in the Corporation shall be available to individuals who are active in the field of hospital plant or facility engineering and related services or products.

Section 2. CLASSES OF MEMBERSHIP

The members of each chapter shall be in a class of membership. There shall be three types of members within these classes consisting of:

- A. Facility Members. Individuals whose principal employment is directly related to hospital engineering or a related discipline in a healthcare facility or healthcare system.
- B. Affiliate membership. Will include the following:
 - (1) Individuals who provide consulting or advisory services to healthcare facilities such as architects, engineers, consultants, inspectors of record, construction managers and employees of governmental agencies.
 - (2) Individuals who provide a product or equipment to healthcare facilities such as distributors and manufacturers or representatives thereof.
- C. Student Members. Individuals whose educational pursuits are directly related to hospital engineering or a related discipline, but such persons shall be treated as "members" for purposes of these Bylaws only when referred to specifically as "Student Members."

Section 3. SELECTION, EXPULSION, SUSPENSION AND TERMINATION OF MEMBERS

Each chapter of the Corporation shall select its members pursuant to the procedure manual. No one may be a member in more than one chapter. Expulsion, suspension, or termination of members shall be in accordance with the procedure manual.

Section 4. VOTING

Each member, except Student Members, shall have one vote.

Section 5. QUALIFICATION FOR COMMITTEES AND OFFICES

All members shall be eligible to serve on committees of the Corporation and committees of chapters in which they are members except that Student Members may serve only on chapter committees. Facility Members may be elected to any office of the Corporation and to any office of a chapter in which they are members. Affiliate Members may be elected to any office other than President or Vice President of a chapter in which they are members, or to the CSHE Board of Directors, and may not hold any office in the Corporation.

Section 6. DUES

Each member must pay, within the time and on the conditions set by the Board of Directors, the dues, including chapter dues, fees and assessments in amounts to be fixed from time to time by the Board of Directors. The Board may, at its discretion, set different dues, fees and assessment for each class of membership, but the dues, fees, and assessments shall be equal for all members of a class except that past Chair of this Corporation shall pay none and retired Facility Members shall only pay one-half of the dues, fees and assessments otherwise payable by Facility Members.

Section 7. TRANSFERABILITY OF MEMBERSHIP

Membership in the Corporation is nontransferable and nonassignable.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS

Meetings of members shall be held at any place within or outside the State of California designated by the Board of Directors.

Section 2. ANNUAL MEETING

The Annual Meeting of members of the corporation shall be held each year on a date and at a time designated by the Board of Directors.

Section 3. SPECIAL MEETINGS

Special Meetings of members may be called at any time by the Board of Directors, the Chair or by five percent (5%) or more of the members.

If a Special Meeting is called by any person or persons entitled to call a Special Meeting, other than by the Board of Directors, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the Chair or the Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the members, in accordance with Sections 4 and 5 of this Article V, that a meeting will be held at the time requested by the person or persons calling the meeting, not less than thirty-five (35) nor more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons entitled to call the meeting may give the notice. Nothing contained in this paragraph shall be construed as limiting, fixing or affecting the time when a meeting of members called by action of the Board of Directors may be held.

Section 4. NOTICE OF MEMBERS' MEETINGS

All notices of meetings of members shall be sent or otherwise given in accordance with Section 5 of this Article V not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a Special Meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of the Annual Meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members; provided, however, that any proper matter may be presented for action at such meeting. The notice of any meeting at which Directors are to be elected shall include the name or names of any person or persons who are nominated at the time notice is given to members.

Section 5. MANNER OF GIVING NOTICE; AFFIDAVIT OF NOTICE

Written notice of any meeting of members shall be given either personally or by first-class mail, telegram, facsimile or other written communication, charges prepaid, addressed to the member at the address of that member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice. If no such address appears on the Corporation's books or is given, notice shall be deemed to have been given if sent to that member by first-class mail, telegram, facsimile or other written communication to the Corporation's principal office, or if published at least once in a newspaper of general circulation in the county where that office is located.

If any notice addressed to a member at the address of that member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the member at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the Member on written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice.

An affidavit of mailing or other means of giving any notice of and members' meeting shall be executed by the Secretary and shall be filed and maintained in the minute book of the corporation.

Section 6. QUORUM

The presence of at least one-third of the members, represented in person, by written ballot or by proxy, at any meeting of members shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do

business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 7. ADJOURNED MEETING; NOTICE

Any Members' meeting, either Annual or Special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members represented at that meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in Section 6 of this Article V.

When any meeting of members, either Annual or Special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting shall be given to each member of record entitled to vote at the adjourned meeting in accordance with the provisions of Sections 4 and 5 of this Article V. At any adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

Section 8. VOTING

The persons entitled to vote at any meeting of members shall be entitled to one (1) vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws.

Elections of Directors need not be by ballot unless a member demands election by ballot at the meeting and before the voting begins.

Section 9. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

The transactions of any meeting of members, either Annual or Special, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any Annual or Special Meeting of members. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance by a member at a meeting shall constitute a waiver of notice of that meeting, except when the member objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice but not so included, if that objection is expressly made at the meeting.

Section 10. MEMBER ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any Annual or Special Meeting (including the election of Directors) may be taken without a meeting if (i) the written ballot of every member is solicited, (ii) the number of ballots cast within the time period specified in the solicitation equals or exceeds the quorum otherwise required to be present at a meeting authorizing the action, and (iii) the number of approvals of the action equals or exceeds the number of votes that would otherwise be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

All solicitations shall state (i) the number of responses needed to meet the quorum requirement of Section 6 of this Article V, (ii) the percentage of approvals necessary to pass the measure submitted, and (iii) the time by which the ballot must be received in order to be counted.

The form of written ballot shall afford an opportunity on the ballot to specify a choice between approval and disapproval of each matter and shall also contain an appropriate space marked "abstain", whereby the member may indicate a desire to abstain from voting on the proposal.

Any member casting a ballot may revoke the ballot, or substitute another, only by a writing received by the corporation prior to the time specified in the solicitation by which a ballot must be received to be counted. Such revocation is effective upon its receipt by the Secretary of the corporation.

Section 11. RECORD DATE FOR MEMBER NOTICE, VOTING AND GIVING CONSENTS

For purposes of determining those voting members entitled to notice of any meeting of members, or entitled to vote at any meeting of members, or entitled to cast written ballots or otherwise exercise any rights in respect of any other lawful action, the record date for such determination shall be the thirtieth (30th) day next preceding the date of the meeting or the mailing of ballots or the date on which any other lawful action is to be taken, as the case may be.

ARTICLE VI

CHAPTERS

The Board of Directors may authorize the formation and operation of chapters in such geographic areas as are designated by the Board provided that no chapter shall have less than ten members. All chapters shall be a part of the Corporation and have no separate legal status. Each chapter shall be formed and shall operate in conformity with the Articles of Incorporation, these Bylaws, the Procedure Manual, as may be amended from time to time by the Board of Directors; and such directions as the Board of Directors, in its discretion, shall give from time to time to a chapter or chapters. The Procedure Manual is attached to these ByLaws as Exhibit A and by this reference incorporated herein. All assets and revenues of a chapter shall be part of the assets and revenues of the Corporation and shall be remitted to the Corporation upon request of the Board of Directors. Operation as a chapter shall constitute consent to formation and operation in accordance with this Article VI.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. POWERS

Except as otherwise provided by the Articles of Incorporation or these Bylaws, the powers of the Corporation shall be exercised, its property controlled and its business and affairs conducted by or under the direction of the Board of Directors.

Section 2. NUMBER OF DIRECTORS

The authorized number of voting members of the Board of Directors shall be not less than one for each chapter nor more than a total of twenty (20), which number shall constitute the authorized number of Directors until changed by amendment to these Bylaws. The exact number of Directors shall be fixed from time to time, within these limits, by resolutions adopted by the Board of Directors.

Section 3. ELECTION

The Board of Directors shall be selected at the Annual Chapter Meeting of the members of the Corporation. The members of each chapter voting as a whole shall elect one Director each of whom may also serve as Chapter President.

Section 4. TERM OF OFFICE

Each Director's regular term of office shall be two years and until the Director's successor is elected.

Section 5. REMOVAL OF DIRECTORS

A Director may be removed at any time either with or without cause, by a majority of the members of the chapter which elected such Director and, upon such removal, any office held by the Director so removed shall be declared vacant. 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 has failed to attend three (3) consecutive meetings of the Board.

Section 6. RESIGNATION

A Director may resign effective upon giving written notice to the Chair, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would be left without a duly elected Director in charge of its affairs.

Section 7. VACANCIES

A vacancy or vacancies on the Board of Directors shall be deemed to exist in the event of the death, resignation or removal of any Director. In the event of a vacancy, the remaining Directors, even if less than a quorum, shall appoint a replacement to serve for the unexpected portion of the term of his or her predecessor in office.

Section 8. PLACE OF MEETINGS

Regular meetings of the Board of Directors shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board of Directors or by written consent of all of the Directors. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board of Directors may be held at a place so designated or at the principal office of the Corporation.

Section 9. REGULAR MEETINGS

Regular meetings of the Board shall be held at such time and on such dates of each year as may be established by the Board from time to time by resolution and at such other times and place as the Board shall establish from time to time by resolution. No notice of any regular meeting of the Board need be given.

Section 10. SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chair or by any two (2) Directors. Special meetings of the Board of Directors shall be held upon four (4) days' written notice by first class mail or 48 hours notice given personally or by telephone, telegraph, facsimile, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as shown upon the records of the Corporation or as may have been given to the Corporation by such Director for purposes of notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient. A notice or waiver of notice need not specify the purpose of any special meeting of the Board of Directors.

Section 11. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of such Directors.

Section 12. QUORUM AND ACTION AT A MEETING

The presence of a majority of the Directors then in office, shall constitute a quorum. Every act or decision made or done by a majority of Directors present at a meeting of the Board of Directors, provided a quorum shall be present, shall be regarded as the act of the Board, subject to the provisions of these Bylaws, including Article XIII respecting amendments to these Bylaws, and the provisions of the California Nonprofit Corporation Law, including but not limited to those provisions relating to (i) approval of contracts or transactions in which a director has a direct or

indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, only so long as a quorum shall be present.

Section 13. VALIDITY OF A DEFECTIVELY CALLED OR NOTICED MEETING

The transactions of any meeting of the Board of Directors however called and noticed or however held, shall be as valid as though taken at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present, or who, though present, has prior to the meeting or at its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. ADJOURNMENT

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place; provided, however, that in the absence of a quorum a majority of the Directors present at any Directors meeting, either regular or special, may adjourn until the time fixed for the next regular meeting of the Board. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment. Otherwise, notice of the time and place of holding of adjourned meetings need not be given to absent Directors if the time and place is fixed at the meeting adjourned.

Section 15. FEES AND COMPENSATION

Directors shall not receive any salary or other compensation for their services as Directors; provided, however, that the Board of Directors may establish reasonable reimbursement of Directors for any expenses actually incurred in connection with the performance of their duties as Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

Section 16. CONFERENCE TELEPHONE

Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, provided that all Directors participating in such a meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

ARTICLE VIII

OFFICERS

Section 1. OFFICERS

(a) The officers of the Corporation shall be a President, who shall be referred to as the Chair, a Vice Chair, a Secretary, and a Chief Financial Officer ("CFO") who shall be referred to as the Treasurer. The Corporation may also have, at the discretion of the Board, such other officers as may

be appointed by the Board in accordance with the provisions of Section 3 of this Article VIII. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair. All officers must be members of the Board of Directors at the time of their election to be eligible to serve as an officer of the Corporation.

Section 2. ELECTION

The officers of the Corporation shall be chosen bi-annually by the Board of Directors, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve or a successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS

The Board of Directors may authorize such other officers as the business of the Corporation may require. The Board shall appoint such other officers, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board may from time to time determine.

Section 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting. Removal of any officer shall be subject, in each case, to the rights, if any, of any contract of employment. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair, or to the Secretary, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the 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.

Section 5. 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 regular appointments to such office.

Section 6. CHAIR

The Chair shall be the chief executive officer of the Corporation and, if present, shall preside at all meetings of the Board. The Chair shall be elected by the Board of Directors and be delegated the responsibility for the general supervision, direction, and control of the business and affairs of the Corporation. The Chair shall have the general powers and duties of management usually vested in the office of the chief executive officer of a corporation. The Chair shall be given the necessary authority to operate the Corporation and all of its activities, subject only to such policies as may be issued by the Board of Directors.

Section 7. VICE CHAIR

In the absence or disability of the Chair, the Vice Chair shall perform all of the duties of the Chair, and when so acting shall have all of the powers of, and be subject to all of the restrictions upon, the

Chair. The Vice Chair shall be selected from the Directors and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8. SECRETARY

The Secretary shall be selected from the Directors and shall record or cause to be recorded, and shall keep or cause to be kept at the principal executive office of the Corporation and such other place as the Board of Directors may order, a Book of Minutes of actions taken at all meetings of the Board of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given, and shall keep the seal of the Corporation in safe custody, and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 9. TREASURER

The Treasurer shall be selected from the Directors and shall report periodically to the Board of Directors regarding the financial condition of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws. The Treasurer of the Corporation shall cause to be maintained adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall make such reports and perform such duties as the Board of Directors may require. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board of Directors all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall also perform such other functions as the Board of Directors or Chair shall prescribe.

Section 10. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS

The Assistant Secretaries and the Assistant Treasurers, in the order of their seniority as specified by the Board, shall, in the absence or disability of the Secretary or Treasurer, respectively, perform the duties and exercise the powers of the Secretary or Treasurer and shall perform such other duties as the Board shall prescribe.

ARTICLE IX

COMMITTEES

Section 1. COMMITTEES GENERALLY

Except as otherwise provided by these Bylaws, the Board of Directors may, by resolution or resolutions passed by a majority of the Directors then in office provided that a quorum is present, appoint executive, standing or special committees, consisting of two (2) or more Directors, for any purpose defined by these Bylaws or determined by the Board. When such committees are composed solely of Directors, the Board may delegate to such committees any of the power and authority of the Board, except the power and authority to (i) approve any action that is required by law to have the approval of the members or approval of a majority of all members, (ii) fill vacancies on the Board of

Directors or in any committee which has the authority of the Board of Directors; (iii) fix compensation of the Directors for serving on the Board of Directors or on any committee; (iv) amend or repeal the Bylaws or adopt new Bylaws; (v) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable; (vi) appoint committees of the Board of Directors or the members thereof; (vii) expend corporate funds to support a nominee or applicant for Director; or (viii) such other powers as may be prohibited by law.

Committees which are composed solely of Directors and to which the powers of the Board are delegated shall have power to act only in intervals between meetings of the Board and shall at all times be subject to the control of the Board.

Unless otherwise provided in these Bylaws, the Board of Directors, or if the Board does not act, the committees, shall establish rules and regulations for meetings and shall meet at such times as are deemed necessary. Committees shall keep regular minutes of proceedings and report the same to the Board from time to time as the Board may require. Any committee composed of persons one or more of whom are not Directors may act solely in an advisory capacity to the Board.

Section 2. STANDING AND SPECIAL COMMITTEES

The standing committees of the Board of Directors of the Corporation shall consist of an Executive Committee and such other standing committees as the Board of Directors may authorize from time to time. Special committees may also be authorized by action of the Board of Directors.

Section 3. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary and the Treasurer, and such other members of the Board approved by a majority of the Directors. The Chair shall be the chair of the Executive Committee. The Executive Committee shall have the power to transact all business of the Corporation during the period between meetings of the Board of Directors, subject to any prior limitation imposed by the Board of Directors or by law. Action by the Executive Committee shall require majority approval of the members of such committee. Minutes of each Executive Committee meeting shall be submitted to the Board of Directors at the next Board meeting following such Executive Committee meeting.

Section 4. APPOINTMENT

The chair and members of a committee shall be nominated by the Chair and be appointed by a majority of the members of the Board of Directors. The chair of each committee must be a member of the Board of Directors.

Section 5. TERM OF OFFICE

The chair and each member of all standing committees shall serve until the next annual meeting of the Board of Directors and until his or her successor is appointed, or until such committee is sooner terminated, or until he or she is removed, resigns, or otherwise ceases to qualify as a chair or member of the committee, as the case may be. Chair and members of special committees shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as a chair or member as the case may be of such committee.

Section 6. VACANCIES

Vacancies on any committee may be filled for the unexpired portion of the term in accordance with Section 4 of this Article IX.

Section 7. REMOVAL OF MEMBERS

The Board of Directors may remove by majority vote at any time, with or without cause, a member or members of any committee.

Section 8. QUORUM AND VOTING

With the exception of the Executive Committee, a majority of members of a committee shall constitute a quorum and any transaction of a committee shall require a majority vote of the members present at a meeting at which a quorum is present or be approved by the unanimous written consent of all members of the committee. The requirements as to a quorum and for action by the Executive Committee are set forth in Section 3 of this Article IX. Except as otherwise provided in these Bylaws, each member of a committee, including the person presiding at the meeting, shall be entitled to one (1) vote.

ARTICLE X

**INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND OTHER AGENTS**

Section 1. INDEMNITY OF AGENTS

The Corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For purposes of this Article X, an "agent" of the Corporation 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 corporation, partnership, joint venture, trust or other enterprise.

Section 2. ADVANCE OF EXPENSES

The Corporation may, to the extent permitted by law, advance expenses incurred or to be incurred by an agent in connection with any proceeding arising by reason of the fact that such person was or is an agent of the Corporation, provided such advance is authorized by the Board of Directors and permitted by law.

Section 3. INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of 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 this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article X.

ARTICLE XI

GENERAL PROVISIONS

Section 1. MAINTENANCE AND INSPECTION OF CORPORATION RECORDS

The Articles of Incorporation, these Bylaws, accounting books, records and minutes of the Board of Directors and of any committee(s) of the Board, members roster and record or minutes of member actions or meetings shall be kept at such place or places designated by the Board or, in the absence of such designation, at the principal office of the Corporation. Such records and documents shall be open to inspection by any Director or duly authorized representative of a member at any reasonable time.

Section 2. CHECKS, DRAFTS, AND ORDERS FOR PAYMENT OF MONEY

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 3. EXECUTION OF CONTRACTS

The Board of Directors may authorize one or more officers, agents, or employees to enter into any contract or to execute 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 by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or in any amount.

Section 4. VOTING SHARES

The Corporation may vote any and all shares held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or in absence of any such appointment, by the Chair and, in such case, the Chair may likewise appoint a proxy to vote said shares.

ARTICLE XII

ACCOUNTING YEAR AND FINANCIAL REPORT

Section 1. ACCOUNTING YEAR

The accounting year of the Corporation shall begin on the first day of January and end on the last day of December in the same year.

Section 2. ANNUAL REPORTS AND FINANCIAL STATEMENTS

The Board of Directors shall notify each member yearly of the member's right to receive a financial report. For any year in which the Corporation receives gross revenues of at least \$10,000, upon written request of a member, the Board of Directors shall cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. Such report shall contain the following information in appropriate detail:

- (1) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.
- (2) A statement of the place where the names and addresses of the current members are located.
- (3) Any information required by Section 8322 of the California Nonprofit Corporation Law relating to annual statements of certain transactions and indemnifications.

Such report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

The Corporation shall otherwise fully comply with any mandatory disclosure requirements now or hereinafter in effect under the California Nonprofit Corporation Law or the Internal Revenue Code.

Section 3. ANNUAL STATEMENT OF GENERAL INFORMATION

The Corporation shall annually file with the Secretary of State of California, on a form and within the time frame prescribed by the Secretary of State, a statement setting forth the names and complete business or residence addresses of the Chair, Secretary and Treasurer, the street address of its principal office in California, and a designation of the agent of the Corporation for the purpose of service of process, all in compliance with Section 8210 of the California Nonprofit Corporation Law.

ARTICLE XIII

CONFLICT OF INTEREST

Any member of the Corporation, officer, or member of the Board of Directors who shall deal with the Corporation in other than a voluntary relationship and who shall engage with the Corporation in a business activity of any nature as a result of which the aforementioned party shall profit pecuniarily either directly or indirectly shall fully disclose any such financial benefit expected to the Board of Directors for approval by a disinterested majority prior to contracting with the Corporation

and shall further refrain, if a member of the Board of Directors, from any vote in which such issue is involved.

ARTICLE XIV

CONTROLLING BYLAW AND SPECIAL CONTRACT

All of the members of this Corporation agree with and among each other and the Corporation that all of the activities of the Corporation shall be directed toward the fulfillment and furtherance of the purposes of the Corporation set forth in the Articles of Incorporation, and any amendments thereto, and that all of the contributions, assets and earnings of the Association, if any, shall be expended for, dedicated and devoted to the advancement of said purposes, and no member of the Corporation, as such, shall ever be entitled to receive any part thereof, either before or after dissolution of the Corporation. It is further understood and agreed by and among all of the members of the Corporation, and each other and the Corporation, that no member, as such, will withdraw, claim or use any right or interest which that member might have in or to the Corporation, its property or assets, but that the same be devoted to the advancement of its purposes as aforesaid. The understanding and agreement herein set forth shall bind every future member of the Corporation to the same extent and in the same manner as present members are, and shall be, bound thereby.

These Bylaws, and any amendments or additions thereto, and the Articles of Incorporation of the Corporation, and any amendments thereto, and any provisions, terms covenants or agreements therein contained, shall be and constitute a valid and binding contract by and among each of the respective members of the Corporation and each of the other of the members, and by and between each of the members and the Corporation, which contract shall become effective as to each member upon acceptance of the member by the Corporation.

ARTICLE XV

AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors except where the California Nonprofit Corporation Law requires either a greater vote of the Board or a vote of the members.

