

**AMENDED AND RESTATED BYLAWS OF
THE U.S. NAVAL ACADEMY ALUMNI CHAPTER OF LOS ANGELES
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE I - OFFICES

Section 1. **PRINCIPAL OFFICE.** The principal office for the transaction of business of the Chapter shall be fixed and located at such place in the seven southern counties of the State of California as the Board of Directors shall from time to time direct. The location may be changed by approval of a majority of the authorized Directors, and additional offices may be established and maintained at such other place or places, within the seven southern counties of the State of California as the Board of Directors may from time to time designate.

Section 2. **OTHER OFFICES.** Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Chapter is qualified to do business.

ARTICLE II – MEMBERS

Section 1. Membership shall be divided in three classes, namely: Regular, Honorary, and Associate.

Section 2. **REGULAR MEMBERSHIP.** All graduates of the United States Naval Academy, all Midshipmen, and all former Midshipmen who were honorably discharged from the Academy after serving at least one semester, are eligible for regular membership, provided that there is no question of moral turpitude. They shall become regular members upon registering their names with the Secretary of the Chapter and paying their dues.

Section 3. **HONORARY MEMBERSHIP.** An Honorary- Member shall consist of persons of distinction, who may or may not be graduates or former Midshipmen of the United States Naval Academy, but who, by some outstanding and noteworthy service, have shown themselves to be in sympathy with the objectives of the Chapter. Such members shall be elected by the Board of Directors, shall not be required to pay dues, and shall not be entitled to vote or hold office in the Chapter. Widows of eligible alumni may be maintained on the books as Honorary Members.

Section 4. **ASSOCIATE MEMBERSHIP.** Associate members shall consist of all other individuals who subscribe to the objective of the Chapter and who meet the eligibility requirements established from time to time by the Board of Directors. Associate members shall pay the same dues as regular members, but shall not be entitled to vote or hold office in the Chapter.

Section 5. **FEES. DUES AND ASSESSMENTS.** No fee shall be charged for making application for membership in the Chapter.

The annual dues payable to the Chapter by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors. Memberships shall be non-assessable.

Section 6. **NUMBER OF MEMBERS.** There is no limit on the number of members the Chapter

may admit.

Section 7. MEMBERSHIP BOOK. The Chapter shall keep a membership book or database containing the name and address of each member. Termination of the membership of any member shall be recorded in the book or database, together with the date of termination of such membership. Such book, database or a printout of the database shall be kept at the Chapter's principal office and shall be available for inspection by any Director or member of the Chapter during regular business hours.

The record of names and addresses of the members of the Chapter shall constitute the membership list of this Chapter and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

Section 8. NON-LIABILITY OF MEMBERS. A member of this Chapter is not, as such, personally liable for the debts, liabilities, or obligations of the Chapter.

Section 9. NON-TRANSFERABILITY OF MEMBERSHIPS. No member may transfer for value a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 10. TERMINATION OF MEMBERSHIP. The membership of a member shall terminate upon the occurrence of any of the following events:

(a) Upon his or her notice of such termination delivered to the President or Secretary of the Chapter personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(b) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the Chapter.

(c) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the Chapter. Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

Following the determination that a member should be expelled under Section 10(b), the following procedure shall be implemented:

(d) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the Chapter records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(e) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing of his or her proposed expulsion.

(f) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned by some other way. The decision of the Board shall be final

(g) Any person expelled from the Chapter shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

Section 11. RIGHTS ON TERMINATION OF MEMBERSHIP. All rights of a member in the Chapter shall cease on termination of membership as herein provided.

Section 12. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS. Notwithstanding any other provision of the Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Chapter would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section ~342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE III - BOARD OF DIRECTORS-DIRECTORS-MANAGEMENT

Section 1. DEFINITIONS. The terms Chapter and Director as used in these Bylaws shall be synonymous with the terms Corporation and Director respectively as used in the California Nonprofit Public Benefit Corporation Law.

Section 2. BOARD OF DIRECTORS. The Board of Directors shall consist of nine elected Directors plus the President of the Chapter, Vice-Presidents, Secretary, Treasurer, Immediate Past President, any National Officer or Trustee who is also a Chapter regular member, and the Local Chapter National Trustee (when the Chapter is entitled to have one).

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and to any limitations in the Articles of Incorporation, the business and affairs of the Chapter shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the day to day operations of the business of the Chapter to a management ' company or other person, provided that the business and affairs of the Chapter shall be managed and all corporate powers shall be exercised under ultimate direction of the Board.

Section 3. STANDARD OF CARE. Each Director shall perform the duties of a Director, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith and according to what the Director believes to be in the best interest of the Chapter and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

Section 4. LIMITATIONS ON ELIGIBILITY TO BE DIRECTOR. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be an INTERESTED PERSON. An INTERESTED PERSON means:

(a) Any person currently being compensated by the Chapter for services rendered to it within the previous twelve (12) months whether as a full or part-time employee, independent contractor, or otherwise, or

(b) Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any person described in Section 3(1) above.

Section 5. NUMBERS AND QUALIFICATIONS OF DIRECTORS. The authorized number of Directors shall be nine (9), which number may be changed by an amendment to these Bylaws adopted by the vote of the members of the Chapter.

Section 6. ELECTION AND TERM OF OFFICE OF DIRECTORS. Directors shall be elected by the regular members and the regular members only for a term of three (3) years, one third being elected each year at the annual organizational meeting of the Chapter by the majority vote of the members of the Chapter either present or represented by proxy. In the case of a tie, the Board of Directors (including the outgoing members) shall by its own vote determine which of the tied candidates shall be elected.

Each year, the Board of Directors shall nominate a minimum of three candidates for the coming vacancy. The list of nominees shall be mailed to all regular members at least two weeks prior to the annual organizational meeting. Regular members shall be entitled to cast the proxy vote by mail, and if it is desired, to revoke their proxy at the annual organizational meeting and vote in person.

In the event of failure to elect three members at the annual organization meeting, through a failure to reach a quorum or any other reason, the term of the three retiring Board members shall be extended automatically until such time that a new member can be properly elected. The terms for such new members, whenever elected shall expire at the time when they ordinarily expire, had they been elected at the proper meeting.

The initial Board of Directors shall consist of those members of the Board of Directors of the U.S.N.A. Alumni Association of Los Angeles, an unincorporated association which is the predecessor to this corporation. The terms of office of the initial Directors shall expire as of the date that they would normally have expired in the U.S.N.A. Alumni Association of Los Angeles, an unincorporated association, had this California Public Benefit Corporation not been formed.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 7. VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum or by a sole remaining Director. Such new member shall fill the unexpired term of his predecessor.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation, removal of any Director, or the Board of Directors by resolution declares vacant the office of Director who has been declared of unsound mind by an order of court or convicted of a felony, or if the authorized number of Directors is increased.

Section 8. RESIGNATIONS. Any Director may resign effective on giving written notice of resignation to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors, may elect a successor to take office when the resignation becomes effective. Any one or more members of the Board may be removed, with or without cause, by the vote of the majority of the members of the Chapter. A Director may be removed by majority of the Entire Board for cause.

If any member of the Board is unable to attend two consecutive board meetings, the Board is then authorized to assume the resignation of any such member having been tendered to and act accordingly, if the member has not shown good cause to the President for his absences.

Section 9. *REMOVAL OF DIRECTORS*. The entire Board of Directors or any individual Director may be removed from office as provided by the Public Benefit Corporations Law of the State of California. In the latter case, the remaining Board members may elect a successor Director to fill such vacancy for the remaining unexpired term of the Director so removed.

Section 10. *NOTICE, PLACE AND MANNER OF MEETING*. Regular and special meetings of the Board of Directors may be called by the President, any Vice President, or the Secretary, or any two (2) Directors and shall be held at the principal executive office of the Chapter, unless some other place is designated in the notice of the meeting. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment so long as all members participating in such a meeting can hear one another. Accurate minutes of any meeting of the Board or any committee thereof, shall be maintained by the Secretary or other Officer designated for that purpose.

Section 11. *INSTALLATION MEETING OF THE BOARD OF DIRECTORS*. The installation meetings of the Board of Directors shall be held annually in June or July of each year. Notice of such meeting shall be given as set forth in Section 13 below as for special meetings. (As amended 18 October 1995)

At the annual meeting, members of the Board shall nominate Directors in accordance with Article III, Section 6 and Officers in accordance with Article IV, Section 2, consider reports of the affairs of the Chapter and transact such other business as may be brought before the meeting.

Section 12. *OTHER REGULAR MEETINGS OF THE BOARD OF DIRECTORS*. Regular meetings of the Board of Directors shall be held at the corporate offices, or at such other place as may be designated by the Board of Directors as follows:

Notice of regular meetings shall be given in the same manner as set forth below in Section 13 regarding special meetings.

If said day shall fall upon a holiday, such meetings shall be held on the next succeeding business day thereafter.

Section 13. *SPECIAL MEETINGS OF THE BOARD OF DIRECTORS - NOTICES / WAIVERS*. At least forty-eight (48) hours notice of the time and place of special meetings shall be delivered personally to the Board Member(s) or personally communicated to them by a corporate officer by telephone or telegraph. If the notice is sent to a Board Member (s) by letter, it shall be addressed to him or her at his or her address as it is shown upon the records of the Chapter, or if it is not so shown in such records or is not readily ascertainable, at the place in which the meetings of the Board are regularly held. In case such notice is mailed, it shall be deposited in the United States mail, postage prepaid in the place in which the principal executive office of the Chapter is located at least four (4) days prior to the time of the holding of the meeting. Such mailing, telegraphing, telephoning or delivery as above provided shall be due, legal and personal notice to such Board.

When all of the Board Members are present and if those not present sign a waiver of notice of such meeting or a consent to holding the meeting or an approval of the minutes thereof, whether prior to or after the holding of such meeting, which said waiver, consent or approval shall be filed with the Secretary of the Chapter, or, (iii) if a Director attends a meeting without notice but without objection prior hereto or at its commencement to the lack of notice, then the transactions thereof are as valid as if a meeting had been regularly called and noticed.

Section 14. BOARD ACTION BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of Board Members, if authorized by a writing signed individually or collectively by all members of the Board.

Section 15. QUORUM. A majority of the number of Board Members as fixed by the Bylaws shall be necessary to constitute a quorum for the transaction of business, and the action of the Board Members present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a minority of the Board Members, in the absence of a quorum, may adjourn from time to time, but may not transact any business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board Members, if any action taken is approved by a majority of the required quorum for such meeting.

Section 16. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given to absent Board members if the time and place be fixed at the meeting adjourned and held within twenty-four (24) hours, but if adjourned more than twenty-four (24) hours, notice shall be given to all Board Members not present at the time of adjournment.

Section 17. COMPENSATION OF BOARD MEMBERS. Board Members, as such, shall not receive any remuneration whatsoever from the Chapter for their services. All services of any Board Members on behalf of their Chapter shall be on a voluntary basis and at no expense to the Chapter. Nothing in this Section 17 of the Article III shall prohibit the Board Members from being reimbursed for expenses incurred on behalf of the Chapter.

Section 18. COMMITTEES. Committees of the board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two (2) or more members of the Board, and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except those powers expressly made non-delegable by the California Nonprofit Public Benefit Corporation Law.

Section 19. ADVISORY DIRECTORS. The board of Directors from time to time may elect one or more persons to be Advisory Directors who shall not by such appointment be members of the Board of Directors. Advisory Directors shall be available from time to time to perform special assignments specified by the President, to attend meetings of the Board of Directors upon invitation and to furnish consultation to the Board. The period during which the title shall be held may be prescribed by the Board of Directors. If no period is prescribed, the title shall be held at the pleasure of the Board.

ARTICLE IV- OFFICERS

Section 1. OFFICERS. The Officers of the Chapter shall be a President, a Secretary, and a Chief Financial Officer. The Chapter may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person. The requirements of Article III, Sections 3 and 4, applicable to Directors, are applicable also to Officers.

Section 2. ELECTION. The Officers of the Chapter, except such Officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen 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, ETC. The Board of Directors may appoint such other Officers as the business of the Chapter may require, 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 of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an Officer chosen by The Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors.

Any Officer may resign at any time by giving written notice to the Chapter. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Chapter under any contract to which the Officer is a party.

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 the Bylaws for regular appointments to that office.

Section 6. CHAIRMAN OF THE BOARD. The Chairman of the Board, if such an officer be elected, shall, if present, preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by the Bylaws. If there is no President, the Chairman of the Board shall in addition be the Chief Executive Officer of the Chapter and shall have the powers and duties prescribed in Section 7 of this Article IV.

Section 7. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the Chapter and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Chapter. He or she shall preside at all meetings of the members and in the absence of the Chairman of the Board, or if there is none, at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing committees,

Including the Executive Committee, if any, and shall have the general powers and duties of management usually in the office of President of a Public Benefit Corporation, and shall have such other powers and duties as may be prescribed by the board of Directors or the Bylaws.

Section 8. VICE PRESIDENT. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

Section 9. SECRETARY. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings 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 at Director's meetings, 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 the Bylaws or by law to be given. He or she shall keep the seal of the Chapter in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 10. CHIEF FINANCIAL OFFICER. The Chief Financial Officer, known also as Treasurer, shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the Chapter, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and earnings (or surplus). The books of account shall at all reasonable times be open to inspection by any Director.

This Officer shall deposit all moneys and other valuables in the name and to the credit of the Chapter with such depositaries as may be designated by the Board of Directors. He or she shall disburse the funds of the Chapter as may be ordered by the Board of Directors, shall render to the President and Director, whenever they request it, an account of all of his or her transactions and of the financial condition of the Chapter, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 11. COMPENSATION OF OFFICERS. Officers, as such, shall not receive any remuneration whatsoever from the Chapter for their services. All services of any directors on behalf of their Chapter shall be on a voluntary basis and at no expense to the Chapter, Nothing in this Section I 1 of this Article IV shall prohibit the directors from being reimbursed for expenses incurred on behalf of the Chapter.

ARTICLE V - MEETINGS OF MEMBERS

Section 1. PLACE OF MEETING. Meetings of members shall be held at such place within the seven southern counties of the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 2. ANNUAL MEETING. An annual meeting of the Chapter to install Officers and Directors and transact such other business as may properly be presented to the meeting, shall be held no later

than July 15 of each year. [As amended 18 October 1995].

Section 3. SPECIAL MEETINGS. Special meetings of the Chapter may be called by the President upon written request of ten (10) regular members. At least ten (10) days notice thereof shall be given.

Section 4. NOTICE OF MEETINGS. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Chapter not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the Chapter or given by the member to the Chapter for the purpose of notice; or if no address appears or is given, at the place where the principal office of the Chapter is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Board Members are to be elected shall include the names of all those who are nominees at the time notice is given to members.

If a special meeting is called by members as authorized by the bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairman of the Board; President, Vice-President or Secretary of the Chapter. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken 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 of the persons entitled to vote, 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. All such waivers, consents and approvals shall be filed with the corporate records or make a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed of any of the matters specified in the following paragraph of this section, the waiver of notice or consent shall state the general nature of the proposal.

If an action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (a) Removal of board members without cause;
- (b) Filling of vacancies on the Board by members;
- (c) Amending the Articles of the Incorporation; and
- (d) An election to voluntarily wind up and dissolve the Chapter.

Section S. QUORUM FOR MEETINGS. A quorum shall consist of twenty-five (25%) percent of the voting members of the Chapter.

The members 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 members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of sufficient number of members at the meeting or otherwise, 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 of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of the Articles, if this Chapter authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

Section 6. MAJORITY ACTION AS MEMBERSHIP ACTION. Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this Chapter, or these Bylaws require a greater number.

Section 7. VOTING RIGHTS. Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

Members entitled to vote shall have the right to vote either in person or by a written proxy executed

by such person or by his or her duly authorized agent and filed with the Secretary of the Chapter, provided however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 (b) of the California Nonprofit Public Benefit Corporation Law.

All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of Directors, shall list those persons who were nominees at the time the notice of the vote for election of directors was given to the members. In any election of director, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Director is withheld shall not be voted either for or against the election of a Director.

Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

Section 8. CONDUCT OF MEETINGS. Meetings of members shall be presided over by the Chairman of the Board, or, if there is no Chairman, by the President of the Chapter or, in his or her absence, by the Vice President of the Chapter or, in the absence of all of these persons, by a Chairman chosen by a majority of the voting of members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by ROBERTS' RULES OF ORDER, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Chapter, or with any provision of law.

Section 9. ACTION BY WRITTEN BALLOT WITHOUT A MEETING. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Chapter distributes a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Chapter. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4 of the Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Chapter in order to be counted. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall no be counted as votes either for or against the election of a Director.

Section 10. REASONABLE NOMINATION AND ELECTION PROCEDURES. This Chapter shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size and operations of the Chapter, and shall include:

- (a) A reasonable means of nominating persons for election as Directors.
- (b) A reasonable opportunity for a nominee to communicate to the members nominee's qualifications and reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage) the Chapter shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion to them that the nominee may reasonable specify, any material which the nominee shall furnish and which is reasonable related to the election, unless the Chapter within five (5) business days after the request allows the nominee, at the Chapter's option, the right to do either of the following: (1) inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days prior written demand upon the Chapter, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary, upon written demand for payment of a reasonable charge a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand. The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled. If the Chapter distributes any written election material soliciting votes for am nominee for Director at the Chapter's expense, it shall make available, at the Chapter's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing Directors by any member present at the meeting in person or by proxy. However, if the Chapter has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5521 of the California Nonprofit Public Benefit Corporation Law shall be followed by this Chapter in nominating and electing persons to the Board of Directors.

Section 11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING. Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 12. RECORD DATE FOR MEETING. The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI - CHAPTER ACTIVITIES

Section 1. CHAPTER PURPOSE. The Chapter is organized as a non-profit organization, without capital stock, pursuant to the California Nonprofit Public Benefit Corporation Law. The activities of the Chapter shall be limited to the purposes as set forth in Article II of the Articles of Incorporation hereof and the distribution of all gains, profits, dividends, income and principal shall be confined to said purposes. No part of the net earnings, funds or assets of the Chapter shall inure to the benefit of any member, private shareholder or individual whether in dissolution or otherwise. Upon liquidation or dissolution, all properties and assets remaining after paying or providing for all debts and obligations shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which this corporation has its principal office, upon petition therefore, by the Attorney General or by any person concerned in the liquidation in proceedings to which the Attorney General is a party.

Section 2. CORPORATE POWERS. Incidental to, and in order to carry out the foregoing purpose, the Chapter shall have and possess, subject to revision of these Bylaws, all powers now or hereafter conferred upon nonprofit corporations by the laws of the State of California, including, without limiting the generality of the foregoing, the power:

(a) To acquire property by purchase, exchange, lease, gift, devise, bequest or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, exchange, convey or otherwise deal in and with and dispose of real and personal property;

(b) To assume any obligation, enter into any contract and other instrument and do any and all things incidental to or expedient to the attainment of its Chapter purposes or the issuance and sale of its securities;

(c) To borrow money and issue bonds, debentures, notes and other evidences of indebtedness, and to secure the payment of or performance of its obligations by pledge, mortgage, transfer in trust or otherwise;

(d) To act as Trustee under any trust incidental to the principal objects of the Chapter and receive, hold, administer and expend funds and properties subject to such trust; and

(e) To receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust for the foregoing purposes or any of them, and administering the same to carry out their directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as to jeopardize the federal income tax exemption of the Chapter pursuant to Section 501(c)(6) of the Internal Revenue Code of 1954 as now enforced or afterwards amended

Notwithstanding any of the above statements of purposes and powers, this Chapter shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purposes of this Chapter.

ARTICLE VII - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. EXECUTION OF INSTRUMENTS. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize an, officer or agent of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority maybe general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

Section 2. CHECKS AND NOTES. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Chapter shall be signed by such person or persons as the Board of the Chapter shall from time to time select.

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

Section 4. GIFTS. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter.

ARTICLE VIII - CHAPTER RECORDS, REPORTS AND SEAL

Section 1. MINUTES OF MEETINGS. The Chapter shall keep at its principal office, or at such other place as the Board of Directors may order, a book of a11 meetings of Directors and of all meetings of members, if any, with the time and place of holding, whether regular or special, and, if special, how called, the notice given, the names of those present and the proceedings thereof.

Section 2. BOOKS OF ACCOUNT. The Chapter shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Section 3. INSPECTION BY BOARD MEMBERS. Every Board Member shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Chapter.

Section 4. CHAPTER SEAL. The Board of Directors may adopt, use, and at will alter, a Chapter seal. Such seal shall be affixed to all Chapter instruments, but failure to affix it shall not affect the validity of any such instrument.

ARTICLE IX – FISCAL YEAR

Section 1. FISCAL YEAR OF THE CHAPTER. The fiscal year of the Chapter shall be fixed by a resolution of the Board of Directors.

ARTICLE X - BYLAWS

Section 1. AMENDMENT. Subject to any provision of law applicable to the amendment of bylaws of non-profit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follow:

(a) Subject to the power of the members, if any, to change or repeal these Bylaws under Section 5150 of the California Nonprofit Public Benefit Corporation Law, by the vote of a majority of Directors present at any regular or special meeting of Directors at which a quorum is present., provided that notice of such meeting and of the intention to change the Bylaws thereat is given each Director as provided in ARTICLE III, Section 13 of these Bylaws, provided, however, that a Bylaw fixing or changing the number of Directors of the Chapter may not be adopted, amended, or repealed except as provided in Paragraph (b) of this Section; or

(b) By the written consent of a majority of members entitled to vote, if any, or by the vote of a majority of a quorum of members entitled to vote, if any, at a meeting of members called and noticed as a special meeting for the purpose of changing the Bylaws.

ARTICLE XI - AMENDMENT OF ARTICLES

Section 1. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS. After members, other than incorporators, at the initial Board of Directors, have been admitted to the Chapter, amendment of the Articles of Incorporation may be adopted by resolution of the Board of Directors and by the vote or written consent of two-thirds (2/3) of the number of voting members representing a quorum of members.

Section 2. CERTAIN AMENDMENTS. Notwithstanding the above Sections of this Article, the Chapter shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this Chapter nor the name and address of its initial agent, except to correct an error in such statement or to delete either 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 XII - PROHIBITION AGAINST SHARING CHAPTER PROFITS AND ASSETS

Section 1. PROHIBITION AGAINST SHARING CHAPTER PROFITS AND ASSETS. No member, Director, officer, employee or other person connected with this Chapter or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Chapter 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 Chapter. All members, of the Chapter shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Chapter whether

voluntarily or involuntarily, the assets of the Chapter, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as provided in Article VI, Section I of these Bylaws and not otherwise.

ARTICLE XIII - INDEMNIFICATION

Section 1. DEFINITIONS. For purposes of this Article, "agent" means any person who is or was a Director, officer, employee or other agent of the Chapter, or is or was serving at the request of the Chapter, as a director, officer, employee or agent of another foreign or domestic corporation which was a predecessor corporation of the Chapter or another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(b).

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The Chapter shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Chapter) by reason of the fact that such person is or was an agent of the Chapter, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Chapter and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Chapter or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CHAPTER. The Chapter shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any, threatened, pending or completed action by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Chapter, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Chapter and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Chapter in the performance of such person's duty to the Chapter, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for the expenses which such court shall determine:

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

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise

disposed of without court approval.

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

Section 5. REQUIRED DETERMINATION. Except as provided in Section 4 any indemnification under this Article shall be made by the Chapter only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3, by:

- (a) A majority- vote of a quorum consisting of Directors who are not parties to such proceeding;
- (b) The court in which such proceedings is or was pending upon application made by the Chapter or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Chapter.

Section 6. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the Chapter prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article. The provisions of subdivision (a) of section 5236 of the California Nonprofit Public Benefit Corporation Law do not apply to advances made pursuant to this Section 6.

Section 7. OTHER INDEMNIFICATION. No provision made by the Chapter to indemnify it or its subsidiaries directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

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

- (a) That it would be inconsistent with a provision of the Articles. Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE. The Chapter shall have power to purchase and maintain insurance on behalf of any agent of the Chapter against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Chapter would have the power to indemnify the agent against such liability under the provisions of this Article.

Section 10. NON-APPLICABILITY TO FIDUCIARIES OF TRUST FUNDS. This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of a trust held in furtherance of the Chapter purposes, in such person's capacity as such, even though such person may also be an agent of the Chapter as defined in Section 1. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law other than Section 317 of the California General Corporation Law.

END OF BYLAWS