

**RESTATED BYLAWS OF FRESH PRODUCE & FLORAL COUNCIL
A CALIFORNIA NONPROFIT CORPORATION
Adopted September 15, 2016**

ARTICLE I

Recitals and Definitions

Section 1. Name of Corporation. The name of this corporation is Fresh Produce & Floral Council and shall be referred to herein as the "Corporation."

Section 2. Corporation Is Nonprofit. The Corporation is a nonprofit mutual benefit corporation organized and operating under the California Nonprofit Mutual Benefit Corporation Law (California Corporations Code sections 7110-8970).

Section 3. Specific Purpose. The specific and primary purpose of this Corporation shall be to stimulate the promotion and sale of fresh fruit, vegetables and floral products; to improve communications between all segments of the fresh produce and floral industries; and to exchange ideas on better and more economical handling of fresh fruit, vegetables and floral products from the farm to table.

Section 4. Definitions.

(a) "Affiliates" means " (i) any corporation in which a Voting Member is or was a controlling shareholder; (ii) any partnership in which a Voting Member is or was a general partner or controlling partner; (iii) any trust which is or was for the benefit of a Voting Member or any spouse, parent, descendant or sibling of the Voting Member; (iv) any limited liability company in which a Voting Member is or was a manager or controlling member; (v) if a Voting Member is a partnership, any controlling partner of a Voting Member; (vi) if a Voting Member is a corporation, any controlling shareholder of a Voting Member; (vii) if a Voting Member is a limited liability company, any manager or controlling member of the limited liability company; and (viii) if the Voting Member is an another entity recognized by the laws of the State of California, any Person who is in control of such entity As used herein, "control" or "controlling" means the ownership of at least fifty percent (50%) of voting and capital interests and the manager, officer, or director of an entity.

(b) "Board" means the Board of Directors of the Corporation

(c) "Company" means any Person engaged in the growing, packing, shipping, promotion or sale of fresh fruit, vegetables or floral products.

(d) "Company Representative" means an officer, director, shareholder, member,

partner, manager, or employee of a Company who is specifically identified in writing by the Company in accordance with procedures policies adopted by the Board as the Company's exclusive representative for the purpose of approving any action or voting as permitted under these Bylaws.

(e) "Honorary Members" means Persons admitted as Members of Corporation on the basis of outstanding services to the fresh produce and floral industries or the Corporation.

(f) "Person" means any individual, corporation, partnership, limited liability company, or other entity recognized by the laws of the State of California.

(g) "Special Members" means any educators, students, and governmental administrative officers affiliated with the fresh produce and floral industries.

(h) "Member" means a Voting Member, Special Member or Honorary Member, accepted as a member of Corporation in accordance with the policies and procedures adopted by the Board; and "Members" mean all Members of Corporation.

(i) "Voting Member " means those Members who are in good standing and eligible to vote for the election of directors or with respect to any other matter, issue, or proposal properly presented to the Members for approval. Voting Members may only vote through their Company Representatives.

ARTICLE II

Principal Office

Section 1. Location of Principal Office. The principal office of the Corporation will be located at such place within the State of California as the Board may from time to time designate by resolution.

ARTICLE III

Membership

Section 1. Members of the Corporation. Membership in the Corporation shall be limited to Companies, Special Members, and Honorary Members, accepted by the Board in accordance with procedures and policies approved by the Board.

Section 2. Term of Membership. Each Member shall remain a Member until such Member withdraws or expelled. Special Members and Honorary Members may be expelled at any time by the Board. A Voting Member and its Affiliates can be expelled for any reason whatsoever upon a vote of two-thirds of the directors then serving on the Board ("Expulsion Vote") in their sole

and absolute discretion. Upon receipt of notice of any Expulsion Vote (“Notice of Expulsion”), the Voting Member subject of an Expulsion Vote shall have an opportunity to request a hearing before the Board to reconsider the expulsion by written request to the Board, with a copy to the President of the Corporation, no later than fourteen (14) days after the date of the Expulsion Notice. In the event the Board and the President fail to receive such written request within said fourteen (14) day period, the expulsion shall be final and effective as of the date of the Notice of Expulsion. In the event the Voting Member requests a hearing, the Board, may but shall not be obligated to, schedule a hearing no earlier than ten (10) days and no later than sixty (60) days following receipt of the request. In the event the Board does not schedule a hearing within said time period, the expulsion shall be deemed final. In the event the Board schedules a hearing, and two-thirds of the directors approve a revocation of the expulsion at or at any time following the hearing, the Voting Member shall be entitled to all privileges as a Voting Member effective as the date of revocation, provided such Voting Member is otherwise in good standing.

ARTICLE IV

Membership Voting

Section 1. Voting Members. The Corporation shall have one class of voting membership. Only Companies shall be Voting Members.

Section 2. Member Voting Rights. On each matter submitted to a vote of the Members, whether at a meeting of the membership called and held pursuant to the provisions of these Bylaws or otherwise, each Voting Member shall be entitled to cast one vote through its Company Representative. Neither Affiliates of a Voting Member, nor any Special Members nor Honorary Members shall be entitled to vote.

Section 3. Eligibility To Vote. Notwithstanding anything in the foregoing to the contrary, only Voting Members in good standing shall be entitled to vote on any issue or matter presented to the Members for approval. In order to be in good standing, a Voting Member must be current in the payment of all dues and not subject to any expulsion proceeding then pending. A Voting Member's good standing shall be determined as of the record date established in accordance with Article V, Section 8. The Corporation shall not be obligated to conduct a hearing in order to suspend a Member's voting privileges on the basis of the nonpayment of dues.

Section 4. Manner of Casting Votes.

(a) Voting at Membership Meetings. Voting at any membership meeting may be by voice or by ballot, provided that any election of directors shall be conducted by written ballot in accordance with Article IV, Section 5.

(b) Proxy Voting. Proxy voting shall not be permitted on any matter put to a vote by the Members.

- (c) Cumulative Voting. Cumulative voting shall not be permitted.

Section 5. Action by Written Ballot.

(a) Written Ballots Generally. Any matter or issue requiring the vote of the Members, including the election of directors, may be submitted to the Members for approval by written ballot without the necessity of calling a meeting of the Members, as long as the requirements for action by written ballot set forth in this Section 5 are satisfied. The determination to seek Member approval for Corporation action in this fashion shall be made by a majority vote of the Board.

Alternatively, that determination may be made by Members possessing five percent (5%) of the total voting power of the membership signing a written request and delivering this request to the President, or Chairman of the Board.

Once the determination is made to seek Member approval by written ballot, the Board shall establish a record date (see Article V, Section (8)) for purposes of determining those Members eligible to cast written ballots.)

- (c) Balloting Time Requirements.

(i) Director Elections. The balloting in director elections shall be scheduled to culminate on the date of the annual membership meeting in the case of any vacancy created by the normal expiration of a director's term of office.

In the case of written ballots used in the election of directors, the ballots shall be mailed to all Members who are eligible to vote not more than ninety (90) days prior to the date set for the election, but no less than thirty-five (35) days prior to such date. If the Member elects to return his or her written ballot by mail or personal delivery to the address set forth in the solicitation materials for return of the ballots prior to the meeting at which the director election will be held, the written ballot must be received no later than the close of business on the second business day prior to the scheduled meeting date. If the Member elects to return his or her written ballot in person at the meeting, the ballot must be inserted in the ballot box prior to conclusion of the time scheduled on the meeting agenda for receipt of ballots and conclusion of the election process at the meeting.

(ii) Other Matters. In the case of any other matter or issue submitted to the Members for approval by written ballot, the Board shall distribute the written ballot to every Member entitled to vote on the matter at least thirty (30) days prior to the final date the written ballots are to be received to be counted.

- (iii) Extension of the Balloting Period. The time fixed for the return of written

ballots may be extended only if the Board so notifies the Members in the balloting materials originally sent to Members and then for not more than two successive periods of thirty (30) days each. Notwithstanding the foregoing, if a meeting that is scheduled to coincide with culmination of a director election is adjourned without concluding the election process, the time fixed for the return of written ballots in the director election shall be extended to the date the adjourned meeting is reconvened.

(d) Content of Written Ballots.

(i) Written Ballots Used for Voting in Director Elections. Written ballots used in any election of directors shall set forth the names of the candidates whose names have been placed in nomination at the time the ballot is issued. The ballot form shall also provide a space where the Member can designate a vote for another (write-in) candidate.

(ii) Written Ballots Used for Voting on Other Matters. Any written ballot distributed to the Members to vote on any issue other than the election of directors shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

(iii) Specification of Time for Return of Written Ballot. All written ballots shall state the time by which the ballot must be received in order to be counted.

(e) Requirements for Valid Member Action by Written Ballot. Membership approval by written ballot shall be valid only if (i) the number of votes cast by ballot within the time established for return of the ballots equals or exceeds the quorum (as specified in Article V, Section 5 below) that would have been required to be present at a membership meeting if a meeting had been convened to vote on the proposal, and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes that would have been required to approve the action at such a meeting.

(f) Solicitation Rules.

(i) Solicitation Rules Generally. Written ballots shall be solicited in a manner consistent with the requirements of Article V, Section 4, pertaining to the issuance of notices of Members' meetings. All solicitations of written ballots shall indicate (A) the number of responses needed to meet the quorum requirement for valid action; (B) the time by which the written ballot must be received by the Corporation in order to be counted; and (C) in the case of any written ballot distributed to vote on matters other than the election of directors, the percentage of affirmative votes necessary to approve the measure submitted for membership approval. If the period for the return of written ballots is extended under subparagraph (c)(iii), above, the Board shall be entitled to announce to the Members the aggregate votes for or against the proposal received as of the extension date.

(ii) Director Elections. In addition to the requirements of subparagraph (i), above, solicitation materials accompanying written ballots distributed in director elections shall advise the Members that their ballots may be returned by mail or personal delivery to the Corporation's principal office or, if an accounting firm is selected to supervise the election and balloting process pursuant to subparagraph (g), below, then to those accountants at their office address.

If a Member attends the membership meeting in person and has not returned the ballot by mail, it will be necessary for the Member to register during the registration period and receive a different form of ballot. The solicitation materials shall also set forth the address where written ballots can be returned by mail or personal delivery in advance of the meeting at which the election will be held.

(g) Additional Balloting Procedures. In order to ensure the secrecy of written ballots utilized in director elections and fairness in the conduct of the election, the Board may but shall not be obligated to use the services of a public accountant to receive and tabulate all written ballots (whether returned by mail or cast in person by Members attending the meeting at which the election takes place). The accountant retained to perform such services shall have the full powers of an inspector of elections appointed by the Board under Corporations Code Section 7614. Furthermore, the Board, in its discretion, shall be entitled to adopt such additional reasonable procedures as it deems necessary or appropriate to assure fairness in the balloting process, such as requiring those Members who attend the meeting and desire to vote in person to surrender the written ballot form the Member received in the mail for a written ballot form containing the same information as the mailed ballot, but colored or formatted differently (in order to preclude duplicate voting).

(h) Notification of Results of Balloting Process. Upon tabulation of the written ballots, the Board shall notify the Members of the outcome of the vote within thirty (30) days following the close of the balloting process and tabulation of the ballots. In the case of an election of directors, the Board shall also notify those Members present at the meeting of the results of the election immediately upon conclusion of the balloting process. If the number of written ballots cast with respect to any matter is insufficient to satisfy the minimum quorum requirements for valid action, the Board shall so notify the Members.

(i) Prohibition of Revocation. Once cast, a written ballot may not be revoked.

(j) Conduct of Informational Meetings. Use of the written ballot procedures provided herein shall not preclude the Corporation from also conducting informational meetings of the Members or from scheduling a membership meeting to coincide with the culmination of the balloting period. In the case of director elections, the balloting period shall culminate with the annual meeting, or any special meeting, at which the election is scheduled to be held (see subparagraph (c)(i) above).

Section 6. Majority Vote Required. If a quorum is present, the affirmative vote of the majority of the voting power of Members represented at the meeting, entitled to vote and voting on any matter (other than the election of directors), shall be the act of the Members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law. In the case of director elections, the candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected to the vacant director positions.

Section 7. Action by Written Consent. Any action required or permitted to be taken by the Members at a meeting may be taken without a meeting (and without complying with the formalities of a written ballot) if a majority of all voting Members shall individually or collectively consent in writing to the action. When an action is taken by written consent, the consent(s) shall be filed with the Corporation's minutes.

ARTICLE V

Membership Meetings

Section 1. Place of Meeting. Meetings of the Members shall be held at the offices of the Corporation or at such place and at such time as may be designated by the Board in the notice of the meeting.

Section 2. Annual Meeting. There shall be an annual meeting of the Members in October or November of each year. The date, time, and location of the meeting shall be established by the Board and set forth in the notice of meeting sent to the Members.

Section 3. Special Meetings.

(a) Persons Entitled To Call Special Meetings. A majority of the Board, the Chairman of the Board, the President or five percent (5%) or more of the Voting Members may call special meetings of the Members at any time to consider any lawful business of the Corporation.

(b) Procedures for Calling Special Meetings Requested by Members. If a special meeting is called by Members other than the Board or President, the request shall be submitted by such Members 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 telegraphic or other facsimile transmission to the President or the Chairman of the Board. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, in accordance with the provisions of this Section 3, that a meeting will be held, and the date, time, and purpose for such meeting, which date shall be not less than thirty five (35) nor more than ninety (90) days following the receipt of the request.

If notice of the meeting is not given within twenty-two (22) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this

subsection shall be construed as limiting, fixing, or affecting the time when a meeting of Members may be held when the meeting is called by action of the Board or the Chairman of the Board.

Section 4. Notice of Members' Meetings.

(a) Requirement That Notice Be Given. Notice of all regular and special meetings of the Members shall be sent or otherwise given in writing to each Member who is eligible to vote at the meeting as of the record date for notice established in accordance with Article V, Section 8.

(b) Time Requirements for Notice. The notice of membership meetings shall be given in the manner specified in subparagraph (e) of this Section 4, not less than ten (10) nor more than ninety (90) days before the date of the meeting. If notice is given by mail and the notice is not given by first-class, registered, or certified mail, the notice shall be given not less than twenty (20) days (nor more than ninety (90) days) before the meeting.

(c) Minimum Requirements Regarding Content of Notice. The notice of any membership meeting shall specify the place, date, and hour of the meeting. In the case of a special meeting, the notice shall also state the general nature of the business to be transacted, and no other business may in that case be transacted at the special meeting. In the case of a regular meeting, the notice shall also describe those matters that the Board, at the time of giving the notice, intends to present for action by the Members; but any proper matter may be presented at the meeting for such action so long as a quorum is present. The notice of any meeting at which directors are to be elected shall include the names of all those individuals who are nominees at the time the notice is given to the Members.

(d) Specification of Certain Significant Actions. If any action is proposed to be taken at any membership meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice or consent states the general nature of the proposal(s):

- (i) Removing a director without cause;
- (ii) Filling vacancies on the Board of Directors under those circumstances where a vote of the Members is permitted pursuant to Article VII, Section 6 of these Bylaws;
- (iii) Amending the Articles of Incorporation of this Corporation or, these Bylaws in any manner requiring approval of the Members;
- (iv) Approving a contract or transaction between the Corporation and one or more of its directors, or between the Corporation and any corporation, firm, or Corporation in which one or more of its directors has a material financial interest;

(v) Voting upon any election to voluntarily terminate and dissolve the Corporation.

(e) Manner of Service. Notice of any meeting of Members shall be given either personally or by first-class mail, telegraphic, or other written communication, charges prepaid, addressed to each Member either at the address of that Member appearing on the books of the Corporation or the address given by the Member to the Corporation for the purpose of notice. If no address appears on the Corporation's books and no other has been given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class mail or telegraphic or other written communication to the Corporation's principal office, or (ii) notice is published at least once in a newspaper of general circulation in the County. Notice shall be deemed to have been given at the time when the notice is delivered personally or deposited in the mail (postage prepaid) or sent by telegram or other means of written or electronic communication to the recipient.

(f) Affidavit of Mailing. An affidavit of the mailing or other means of giving any notice of any Members' meeting may be executed by the Secretary or the Assistant Secretary of the Corporation, and if so executed, shall be filed and maintained in the minute book of the Corporation. Such affidavit shall constitute prima facie evidence of the giving of notice.

Section 5. Quorum Requirements.

(a) Quorum for Valid Action on Other Matters. In the case of a membership meeting or written ballot called or conducted for any other purpose, the quorum shall be one-third of the Voting Members eligible to vote and represented in person by their Company Representatives.

(b) Effect of Departure of Members From Meeting. The Voting Members present in person at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum, so long as any action taken (other than adjournment) is approved by at least a majority of the Voting Members required to constitute a quorum. If a quorum is never established for the meeting, a majority of those Voting Members who are present may vote to adjourn the meeting for lack of a quorum, but no other action may be taken or business transacted.

Section 6. Adjourned Meeting.

(a) Adjournment Generally. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned to another place and/or time (but not for more than forty five (45) days by the vote of the majority of Voting Members present at the meeting. Unless there is an absence of a quorum (in which case no business other than adjournment may be transacted), the reconvened meeting may take any action that might have been transacted at

the original meeting.

(b) Notice Requirements for Adjourned Meetings. When a Members' meeting is adjourned to another time or place, notice need not be given of the new meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. Notwithstanding the foregoing, if after adjournment a new record date (see Article V, Section 8), is fixed for notice or voting, a notice of the rescheduled meeting must be given to each Member who on the record date for notice of the meeting is entitled to vote thereat.

Section 7. Waiver of Notice or Consent by Absent Members.

(a) Waivers and Consents Generally. If decisions are made or an action is otherwise taken by the Voting Members at a meeting where a quorum is present, but for which proper notice was not given to all Voting Members for whatever reason, the decisions or actions made at that meeting will be valid if, either before or after the meeting, each person entitled to vote who was not present at the meeting consents to the meeting by signing (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes. The waiver of notice or consent need not specify the purpose or general nature of business to be transacted at such meeting unless action was taken or is proposed to be taken at the meeting with respect to any matters specified in Article V, Section 4(d), in which case, the waiver of notice or consent must state the general nature of such matter(s). All such waivers, consents, or approvals shall be filed with the Corporation records or be made part of the minutes of the meeting.

(b) Effect of a Member's Attendance at a Meeting. Attendance by a Member at a meeting shall also constitute a waiver of any objections such person may have with respect to notice of that meeting, except when the Member attends the meeting for the sole purpose of objecting at the beginning of the meeting to the transaction of any business because of the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting that are required to be described therein pursuant to Article V, section 4(d), if that objection is expressly made at the meeting.

Section 8. Record Dates for Member Notice; Voting and Giving Consents.

(a) Record Dates Established by the Board of Directors. For the purpose of determining which Members are entitled to receive notice of any meeting, vote, act by written ballot without a meeting, or exercise any rights in respect to any other lawful action, the Board may fix, in advance, a "record date" and only Voting Members of record entitled to vote on the date so fixed are entitled to notice, to vote, or to take action by written ballot or otherwise, as the case may be, notwithstanding any transfer of any membership on the books of the Corporation after the record date, except as otherwise provided in by agreement, or in the California Nonprofit Mutual Benefit Corporation Law. The record dates established by the Board pursuant to this section shall be as follows:

(i) Record Date for Notice of Meetings. In the case of determining those Members entitled to notice of a meeting, the record date shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;

(ii) Record Date for Voting. In the case of determining those Voting Members entitled to vote at a meeting, the record date shall be no more than sixty (60) days before the date of the meeting;

(iii) Record Date for Action by Written Ballot Without Meeting. In the case of determining Voting Members entitled to cast written ballots, the record date shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

(iv) Record Date for Other Lawful Action. In the case of determining Voting Members entitled to exercise any rights in respect to other lawful action, the record date shall be no more than sixty (60) days prior to the date of such other action.

(b) Failure of Board to Fix a Record Date. If the Board, for any reason, fails to establish a record date, the following rules shall apply:

(i) Record Date for Notice of Meetings. The record date for determining those Members entitled to receive notice of a meeting of Members shall be the business day preceding the day on which notice is given, or, if notice is waived, the business day preceding the day on which the meeting is held.

(ii) Record Date for Voting. The record date for determining those Members entitled to vote at a meeting of Members shall be the day of the meeting, or in the case of an adjourned meeting, the day of the adjourned meeting.

(iii) Record Date for Action by Written Ballot Without Meeting. The record date for determining those Members entitled to vote by written ballot on proposed Corporation actions without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.

(iv) Record Date for Other Lawful Action. The record date for determining those Members entitled to exercise any rights in respect to any other lawful action shall be Members at the close of business on the day on which the Board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

(v) "Record Date" Means as of Close of Business. For purposes of this subparagraph (b), a person holding a membership as of the close of business on the record date shall be deemed the Member of record.

ARTICLE VI

Board of Directors

Section 1. General Corporation Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law relating to action required to be approved by the Members, the business and affairs of the Corporation shall be vested in and exercised by the Board. Subject to the limitations set forth in these Bylaws, the Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all Corporation powers shall continue to be exercised under the ultimate direction of the Board.

Section 2. Number and Qualification of Directors. The Board of Directors shall consist of twenty-two (22) individuals who are officers, directors, shareholders, members, partners, managers, or employees of a Voting Member whose memberships are in good standing.

Section 3. Term of Office. At each annual meeting, the Voting Members shall elect six (6) directors for a term of three (3) years to replace those directors whose terms are then expiring. Each director, including a director elected to fill a vacancy or elected at a special meeting of Members, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Nomination of Directors. Individuals can become candidates for election to the Board of Directors in any of the following ways:

(a) Candidates Selected by Nomination Committee. At least ninety (90) days prior to the date of any election of directors, a nominating committee to select qualified candidates for election to those positions on the Board held by directors whose terms of office are then expiring shall be appointed and selected as set forth herein. The nominating committee shall consist of: (1) the immediate past Chairman of the Board, who shall act as the Chair of the Nominating Committee; (2) the existing Chairman of the Board; (3) two (2) directors; and (4) one Member of the Advisory Group. The Member of the Advisory Group shall be selected by the Advisory Group. The two directors shall be selected by vote of the directors, with the two highest votes designating the two directors to serve on the nominating committee. In the event that either or both of the directors receiving the two highest votes cannot serve on the nominating committee, then the director receiving the next highest vote shall be designated to serve on the nominating committee, and such determination shall be repeated, as necessary, until two directors are confirmed to serve on the nominating committee. The nominating committee shall make its report at least sixty (60) days before the date of the election, and the Secretary shall forward to each Voting Member, with the notice of meeting required by Article V, Section 4, a list of the nominees. The nominating committee shall make as many nominations for election to the Board

as it shall, in its discretion, determine but not less than the number of vacancies on the Board to be filled.

(b) Nominations From the Floor. Any Voting Member present at a meeting to elect directors may place names in nomination.

(c) Good Standing Requirement for Candidacy. To be eligible for nomination and election to the Board, the Company who the nominee represents must be certified by the Corporation Secretary that such Voting Member is in good standing with the Corporation and is current in the payment of dues both at the time his or her name is placed in nomination and as of the election date.

Section 5. Election of Directors.

(a) Directors Elected by Written Ballot. The annual election of Directors shall be conducted by written ballot in accordance with Article IV, Section 5. Directors shall be elected in accordance with the written ballot procedures of that section to fill the number of positions on the Board then expiring.

(b) Determination of Election Results and Succession to Office. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected as directors and shall take office immediately following their election. In the event there is a tie vote between those candidates who receive the lowest number of votes necessary to qualify the candidate for election, the tie shall be broken by a majority of directors whose terms have not expired.

(c) Supervision of Election Process. In order to insure secrecy of ballots and fairness in the conduct of director elections, the Board may, but shall not be obligated to, utilize the services of the Corporation's legal counsel or a certified public accountant to receive and tabulate all ballots (both absentee ballots and ballots cast in person by Members attending the meeting at which the election takes place). The Corporation's legal counsel or accountant retained to perform such services shall have the full powers of an inspector of elections appointed by the Board under California Corporations Code Section 7614.

Section 6. Vacancies on Board of Directors.

(a) Vacancies Generally. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation, or removal of a director under paragraphs (c) and (d) below; (ii) an increase of the authorized number of directors; or (iii) the failure of the Voting Members, at any meeting of Members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) Resignation of Directors. Except as provided in this paragraph, any director may resign, and such resignation shall be effective on giving written notice to the President or the Chairman of the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

(c) Authority of Board to Remove Directors. The Board of Directors shall have the power and authority to remove a director and declare his or her office vacant if he or she (i) has been declared of unsound mind by a final order of court; (ii) has been convicted of a felony; (iii) has been found by a final order or judgment of any court to have breached any duty under California Corporations Code Sections 7233- 7236 (relating to the standards of conduct of directors); or (iv) fails to attend three (3) consecutive regular meetings of the Board that have been duly noticed.

(d) Filling Vacancies. Vacancies on the Board shall be filled by a majority vote of the remaining directors though less than a quorum, or if determined by the Board, or by vote of the Voting Members at a special meeting called for that purpose.

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

ARTICLE VIII

Board Meetings

Section 1. Place of Meetings. Regular and special meetings of the Board may be held at any place within the Properties that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Notwithstanding the above provisions of this Section 1, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 2. Annual Meeting of Directors. Immediately following each annual meeting of Members, the Board shall hold a regular meeting for the purposes of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.

Section 3. Other Regular Meetings. Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board and communicated to the

directors. Notice of the time and place of regular meetings shall be communicated to the directors not less than seventy-two (72) hours prior to the meeting; provided, however, that notice need not be given to any director who has signed a written waiver of notice or consent to holding the meeting as more particularly provided in Article VIII, Section 7.

Section 4. Special Meetings of the Board.

(a) Who May Call a Special Meeting. Special meetings of the Board may be called for any purpose at any time by the President, the Chairman of the Board, or by any four (4) directors.

(b) Notice of Special Meetings.

(i) Manner of Giving. Notice of the time and place of special meetings of the Board shall be given to each director by one of the following methods: (A) by personal delivery of written notice; (B) by first-class mail, postage prepaid; (C) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; or (D) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation. Notwithstanding the foregoing, notice of a meeting need not be given to any director who signed a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof as more particularly provided in Article VIII, Section 7.

(ii) Time Requirements. Notices sent by first-class mail shall be deposited in a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty eight (48) hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time, place, and purpose of the meeting.

Section 5. Attendance by Members.

(a) Meetings Generally Open to Members. With the exception of executive sessions of the Board and any meetings conducted by conference telephone, all meetings of the Board shall be open to Members of the Corporation, provided, however, that non-director Members may participate in deliberations or discussions of the Board only when expressly authorized by a vote of a majority of the directors present at the meeting at which a quorum has been established.

The agenda for board meetings shall include a specific time for Member questions and comments. The chair shall be authorized to impose reasonable time limitations on Member comments.

(b) Executive Sessions. The Board, on the affirmative vote of a majority of the directors present at a meeting at which a quorum has been established, shall be entitled to adjourn at any time for purposes of reconvening in executive session to discuss litigation in which the Corporation is or may become a party, personnel matters, or business of a similar nature in which maintenance of the confidentiality of Board deliberations is consistent with the best interests of the Corporation and its Members. Before adjourning into executive session, the topic(s) to be discussed in such session shall be announced, in general terms, to the Members in attendance at the meeting. Nothing provided herein shall be construed to obligate the Board to first call an open meeting before meeting in executive session with respect to the matters described above.

Section 6. Quorum Requirements. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Article VIII, Section 8. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, especially those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by these Bylaws or by law.

Section 7. Waiver of Notice. Any action taken at any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present, individually or collectively, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any director who attends the meeting without protesting the lack of proper notice either before or at the inception of the meeting.

Section 8. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who are not present at the time of the adjournment. Except as provided above, notice of adjournment need not be given.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively,

consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.

Section 10. Compensation. Directors and members of Committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board to be just and reasonable. Expenses for which reimbursement is sought shall be supported by a proper receipt or invoice.

ARTICLE IX

Duties and Powers of the Board

Section 1. Specific Powers. Without prejudice to the general powers of the Board set forth in Article VII, Section 1, the directors shall have the power to:

- (a) Exercise all powers vested in the Board under the laws of the State of California.
- (b) Appoint and remove all officers of the Corporation, the General Manager of the Corporation, if any, and other Corporation employees; prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation, and these Bylaws; and fix their compensation.
- (c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.
- (d) Delegate its duties and powers hereunder to the officers of the Corporation or to committees established by the Board, subject to the limitations expressed in Article X, Section 1.
- (e) Levy and collect dues from the Members of the Corporation in accordance with procedures and policies established by the Board.
- (f) Appoint committees as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with Article X.
- (g) Open bank accounts and designate the signatories to such bank accounts.
- (h) Bring and defend actions on behalf of more than one Member or the Corporation to protect the interests of the Members or the Corporation, as such, as long as the action is pertinent to the operations of the Corporation, and assess the Members for the cost of such litigation.

ARTICLE X

Committees

Section 1. Committees of Directors. In addition to the Nominating Committee appointed and constituted pursuant to Article VII, Section 4(a), and the Executive Committee Appointed and constituted pursuant to Section 2, the Board may, by resolution adopted by a majority of the Directors then in office, designate one or more additional committees, each consisting of two or more Members (who may also be Directors), to serve at the pleasure of the Board. Committees shall have all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the Members.

(b) Fill vacancies on the Board or on any committee that has been delegated any authority of the Board.

(c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.

(d) Appoint any other committees of the Board or the members of those committees.

(e) Expend Corporation funds to support a nominee for director after there are more people nominated for directors than can be elected.

(f) Approve any transaction (i) to which the Corporation is a party and one or more Directors have a material financial interest; or (ii) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

Section 2. Executive Committee. The Board shall have an Executive Committee, which shall be composed of the Chairman of the Board, Chairman-Elect, the Secretary, Chief Financial officer, the Immediate Past Chairman of the Board and one Past Chairman at the discretion of the Executive Committee. Should the Immediate Past Chair decline the position, any Past Chairmen may be appointed to the position at the discretion of the Executive Committee. The President shall be a non-voting member.

Section 3. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IX of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except

that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation records. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

Section 4. Effect of Committee Actions. Unless otherwise expressly provided in the Board resolution authorizing and empowering a committee, all actions of any committee shall be considered advisory to the Board and shall be scheduled on the agenda of the Board meeting next following the committee's action or decision for affirmation, rescission, or modification, as the Board in its discretion deems appropriate.

Section 5. Advisory Group.

(a) By affirmative vote of the Board, the Board may establish a committee called the Advisory Group. The purpose of the Advisory Group will be to advise the Board and provide guidance on such questions or inquiries as the Board or the President of the Corporation may present to the Advisory Group.

(b) “The Advisory Group shall offer impartial advice upon written request of the President and/or to the Board of the Corporation. Such advice shall be given with a view to fairness to the Corporation and its Members, consistent with the Corporation’s Mission Statement. Such advice carries no presumption of weight and may be accepted or rejected by the Board of Directors in the Board’s sole discretion.

(c) The Advisory Group shall consist of six (6) members. Five (5) committee members shall be past Board of Directors chairmen and one (1) member shall be a Member of the Corporation in good standing. The Advisory Committee shall select the chairperson annually, during the Board retreat meeting; the chairperson shall serve for a term of two (2) years. Subject to the term limit set forth in Section 5.b hereof, there shall be no limit to the number of times a chairperson may be re-elected.

There shall be two (2) term limits for Advisory Committee members. A member may voluntarily retire from the Advisory Committee at any time. A member may be removed from the Advisory Committee by a majority vote of the other members. Whenever such a vacancy occurs, the Advisory Committee shall recommend a minimum of two (2) candidates to replace the outgoing member. A majority vote of the Advisory Committee shall be necessary to select a new member.

The Board may call a meeting of the Advisory Group, upon at least ten (10) days’ written notice to the members. The notice shall contain a reasonably informative description of the question

asked by the Board or President or the nature and scope of advice which the Board or President seeks from the Advisory Committee. The notice shall also state the time by which the requesting party desires a response.

ARTICLE XI

Officers

Section 1. Officers. The officers of the Corporation shall be a Chairman of the Board, Chairman-Elect President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board, 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. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial officer may serve concurrently as President.

Section 2. Election of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Sections 3 and 5, shall be chosen annually by majority vote of the Board at its first regular meeting following the annual meeting of the Members or the election of directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers. The Board may appoint, and may empower the President to appoint, such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws and as the Board may from time to time determine.

Section 4. Removal of Officers. Any officer may be removed by the Board with or without cause, at any regular or special meeting.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board, or to the President, or to the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 7. Chairman of the Board. The Chairman of the Board shall be elected by the Board. The Chairman of the Board shall preside at all meetings of the membership and/or Board. In his

or her absence, the Chairman-Elect shall assume the chair. In the absence of the Chairman-Elect, the Treasurer shall preside.

The Chairman of the Board shall be the chief elected officer of the Corporation and shall have supervision, direction and control of the Board and the business and affairs of the Corporation subject to the control of the Board. He shall be ex-officio, a member of all the standing committees and shall have general powers and duties and management of the Corporation, and he shall have such other powers and duties as may be prescribed by the Board.

Section 8. Chairman Elect. The Chairman Elect shall be elected by the Board. In the absence of the Chairman of the Board, the Chairman Elect shall perform all the duties of the Chairman of the Board.

Section 9. President. The President shall be elected by the Board. He or she shall be the Chief Executive Officer of the Corporation and shall have general supervision, direction and control of the affairs and officers of the Corporation. He or she have the general power and duties of management usually vested in the office of President of a corporation, together with such other powers and duties as may be prescribed by the Chairman of the Board, the Executive Committee, the Board, and these Bylaws.

Section 10. Secretary. The Secretary shall be elected by the Board. The Secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of directors and Members, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of Members present at Members' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, appropriate current records showing the Members of the Corporation, together with their addresses. He or she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law, and he or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 10. Chief Financial Officer. The Chief Financial Officer shall be elected by the Board . The Chief Financial Officer, who shall be known as the Treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any Director or Member. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. If

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

ARTICLE XII

Dues and Accounts

Section 1. Dues. The Members shall pay annual dues as determined by the Board. Dues are payable on each anniversary date of admission to membership. In the event a member fails to pay any dues within sixty (60) days of its due date, such Member shall cease to be a Member in good standing.

Section 2. Checks. All checks or demands for money and notes of the Corporation shall be signed by the President and Treasurer or by such other officer or officers or such other person or persons as the Board may from time to time designate. Notwithstanding the foregoing, any withdrawal of funds from Corporation reserve accounts shall require the signature of two directors or an officer (who is not also a director) and a director.

Section 3. Operating Account. There shall be established and maintained a cash deposit account to be known as the "Operating Account" into which shall be deposited all dues and other revenue of the Corporation. Disbursements from such account shall be for the general need of the operation/

Section 4. Other Accounts. The Board shall maintain any other accounts it shall deem necessary to carry out its purposes/ All Corporation books of account shall be maintained in accordance with generally accepted accounting principles.

Section 5. Budgets and Financial Statements. The following financial statements and related information for the Corporation shall be regularly prepared and copies thereof shall be distributed to each Member of the Corporation:

(a) Year-End Report. Within one hundred-twenty (120) days after the close of the fiscal year, a copy of the Corporation's year-end report consisting of at least the following shall be distributed to Members:

- (i) A balance sheet as of the end of the fiscal year;
- (ii) An operating (income) statement for the fiscal year;
- (iii) A statement of changes in financial position for the fiscal year;

(iv) A statement advising Members of the place where the names and addresses of the current Members are located; and

(v) Any information required to be reported under California Corporations Code §8322 requiring the disclosure of certain transactions in excess of \$50,000 per year between the Corporation and any director or officer of the Corporation and indemnifications and advances to officers or directors in excess of \$10,000 per year.

A review of the financial statement of the Corporation shall be prepared in accordance with generally accepted accounting principles by a licensee of the State Board of Accountancy for any fiscal year in which the gross income of the Corporation exceeds \$75,000. If the annual report is not prepared by such a licensee, it shall be accompanied by the certificate of an authorized officer of the Corporation that the statement was prepared without an audit from the books and records of the Corporation.

ARTICLE XIII

Miscellaneous

Section 1. Inspection of Books and Records.

(a) Member Inspection Rights. All accounting books and records, minutes of proceedings of the Members, the Board and committees of the Board and the membership list of the Corporation shall at all times, during reasonable business hours, be subject to the inspection of any Member or his or her duly appointed representative at the offices of the Corporation for any purpose reasonably related to the Member's interest as such. Member's rights of inspection shall be exercisable on ten days' written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested. In the case of the demands to inspect the Corporation's membership list, a Member's inspection rights shall be subject to the Corporation's right to offer a reasonable alternative to inspection within ten days after receiving the Member's written demand (as more particularly set forth in California Corporations Code Sections 8330-8338).

(b) Director Inspection Rights. Every director shall have an absolute right at any reasonable time to inspect all books, records, documents, and minutes of the Corporation and the physical properties owned by the Corporation. The right of inspection by a director includes the right to make extracts and copies of documents.

(c) Adoption of Reasonable Inspection Rules. The Board may establish reasonable rules with respect to (i) notice of inspection, (ii) hours and days of the week when inspection may be made, and (iii) payment of the cost of reproducing copies of documents requested by the Member.

Section 4. Robert's Rules of Order. In the event of a dispute concerning the procedural aspects of any meetings which cannot be resolved by reference to these Bylaws or applicable law, the matter shall be resolved by reference to Robert's Rules of Order.

Section 5. Amendment or Repeal of Bylaws by Directors and Members.

(a) Amendment by Directors. Except as provided in this subparagraph (a), these Bylaws may be adopted, amended, or repealed ("changed") by the vote of a majority of all directors. The right of the directors to change these Bylaws shall not apply to any amendment that:

(i) Changes the number of Directors (California Corporations Code Section 7151(b));

(ii) Changes any provision pertaining to Directors who hold office by designation (California Corporations Code Section 7220(d));

(iii) Changes any provision pertaining to the filling of vacancies on the Board which must, by the terms of these Bylaws, be filled by the vote of the Members;

(iv) Changes the quorum requirements for membership meetings (California Corporations Code Section 7512);

(v) Change the Bylaws provisions governing the use of proxies (California Corporations Code Section 7613);

(vi) Effects an exchange, reclassification, or cancellation of all or part of the memberships; or

(vii) Authorizes a new class of membership.

(b) Amendment by the Members. Except as provided in subparagraph (a), above, these Bylaws may be adopted, amended, or repealed only by the affirmative vote of a majority of Voting Members at a duly held meeting at which a quorum is present or by written ballot conducted in accordance with Article IV, Section 5.

If any provision of these Bylaws requires the vote of a larger proportion or all of the Members, such provisions may not be altered, amended, or repealed except by such greater vote, unless otherwise specifically provided herein. Any amendment to these Bylaws shall become effective immediately upon approval by the Members. The Secretary of the Corporation shall certify adoption of any duly approved amendment to the Bylaws and a copy of said certificate and the amendment shall be included in the Corporation's corporate records.

Section 6. Notice Requirements. Any notice or other document permitted or required to be delivered as provided herein may be delivered either personally or by Federal Express or other national overnight carrier. If delivery is made by overnight carrier, it shall be deemed to have been delivered seventy-two (72) hours after a copy of same has been deposited in the United States mail, postage prepaid, addressed as follows: if to the Corporation or the Board of Directors, at the principal office of the Corporation as designated from time to time by written notice to the Members; if to a director, at the address from time to time given by such director to the Secretary for the purpose of service of such notice; if to a Member, at the address from time to time given by such Member to the Secretary for the purpose of service of such notice, or, if no such address has been so given, the last known address of the Member as shown on the books and records of the Corporation.

Section 7. Indemnification.

(a) Indemnification by Corporation of Directors, Officers, Employees, and Other Agents. To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other agents described in California Corporations Code Section 7237, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a director or officer or a person described by that section. "Expenses," as used in this section, shall have the same meaning as in California Corporations Code Section 7237(a).

(b) Approval of Indemnity by Corporation. On written request to the Board by any person seeking indemnification hereunder, the Board shall promptly determine in accordance with California Corporations Code Section 7237(e), whether the applicable standard of conduct set forth in California Corporations Code Section 7237(b) or Section 7237(c) has been met, and if it has, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, the Board shall promptly call a meeting of the Voting Members. At that meeting, the Voting Members shall determine under Corporations Code Section 7237(e) whether the applicable standard of conduct set forth in Corporations Code Section 7237(b) or Section 7237(c) has been met, and if it has, the Voting Members present at the meeting in person shall authorize indemnification.

(c) Advancement of Expenses. To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a director, officer, employee, or agent seeking indemnification under paragraphs (b) and (c) of this Section 7 in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or

on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

(d) Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of its directors, officers, employees, and agents against other liability asserted against or incurred by any director, officer, employee or agent in such capacity or arising out of the director's, officer's, employee's, agent's status as such.

Section 8. Construction and Definitions. Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular. All captions and titles used in these Bylaws are intended solely for the reader's convenience of reference and shall not affect the interpretation or application of any of the terms or provisions contained herein.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of this Corporation, does hereby certify that the above and foregoing Restated Bylaws consisting of 25 pages, were duly adopted by written ballot of the Voting Board Members of said Corporation on the 15 day of September, 2016, and that they now constitute said Bylaws.

Signature
Sean McClure
Treasurer/Secretary

Signature
Carissa Mace
President