

**AMENDED AND RESTATED BYLAWS OF  
VELO CLUB LA GRANGE**

a California Nonprofit Public Benefit Corporation

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**ARTICLE 1. OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in Los Angeles County, California.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by approving such change in the corporation's minutes and noting it on these Bylaws below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Date: _____
_____	Date: _____
_____	Date: _____

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, in the State of California or elsewhere, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 2. PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation shall be: the participation in and promotion of the sport of amateur bicycle racing and its allied cycling activities. The objectives of the corporation are to develop physical and mental fitness in its riders and provide enjoyment for the riders and spectators. The corporation will promote races open to non-members which are exemplary in their technical execution and their public presentation. The corporation shall also cooperate whenever possible with community programs and with other organizations involved in the promotion of amateur sports in general and amateur bicycle racing in particular.

**ARTICLE 3. MEMBERS**

**SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the

Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

## **SECTION 2. QUALIFICATIONS OF MEMBERS**

Any person is qualified to become a member of this corporation, except (a) if he or she has been expelled as a member, or (b) prior to admission of such person as a member, the Board of Directors has determined that there are or would be grounds for termination as set forth in Section 9 of this Article, in which case such person shall not be admitted as a member.

## **SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership on making application therefor in writing and on payment of the first annual dues, as specified in the following sections of this Bylaw.

## **SECTION 4. FEES, DUES AND ASSESSMENTS**

(a) The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors. The Board of Directors may waive the annual dues for selected members in the exercise of its reasonable discretion.

(b) Memberships shall be nonassessable.

## **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

## **SECTION 6. MEMBERSHIP LIST**

The corporation shall keep, either in hard copy or in secure electronic format, a membership list containing the name, address, mobile phone number and electronic mail address of each member. Members have an obligation to keep all of their contact information current with the corporation. Termination of the membership of any member shall be recorded in the list, together with the date of termination of such membership. Such list shall be kept either at the corporation's principal office or on a computer securely maintained by the Officer of the corporation designated by the Board of Directors to maintain the list, and shall be available for inspection by any Director or member of the corporation upon advance written notice to the Board of Directors during regular business hours. Due to the privacy rights of members, any inspection of the list by a member who is not a Director shall be of the names of the members only, and not the other contact information for members maintained by the corporation. The right of inspection includes the right to copy and to make extracts. In the event a member requests access to the contact information for members in addition to the names, such request shall be in writing to the Board of Directors and explain why the need for such information reasonably relates to that person's interest as a member, and the Board of Directors shall timely consider such request and will advise the member what additional information, if any, shall be provided in response to the request. In responding to such request, the Board of Directors may provide, in its discretion, reasonable alternatives for inspection of such contact information to the member making the request.

The name, address, mobile phone number and electronic mail address of each member of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person, including any Director or member, for any purpose not reasonably related to the Club's purposes.

#### **SECTION 7. NONLIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### **SECTION 8. NONTRANSFERABILITY 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 9. TERMINATION OF MEMBERSHIP**

*(a) Grounds for Termination.* The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon a member's written notice of termination delivered to the President or Secretary of the corporation personally, by mail or electronic mail, and such membership shall terminate upon the receipt of the notice by the corporation.

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

(3) Upon a failure of a member to renew his or her membership by paying dues on or before their due date, and such termination shall be effective thirty (30) days after a written notification of delinquency is given in writing to such member by the Secretary of the corporation. The delinquency notice may be given personally, by mail or by electronic mail to the member. A 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.

*(b) Procedure for Expulsion.* Following the determination that a member should be expelled under subparagraph (a)(2) of this Section, the following procedure shall be implemented:

(1) A written notice shall be sent to the member as shown on the corporation's records, stating that the Board of Directors has voted to expel the member and the reasons for such expulsion. The notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion and may be delivered in person, by mail or by electronic mail.

(2) 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 notice to the member of his or her proposed expulsion shall state the right of the member to such hearing and that the member may request such hearing, if he or she so timely elects, as well as the manner of advising the Board that he or she elects to be heard. The member must

advise the Board within five (5) days of the expulsion notice that he or she requests a hearing. If the member requests such hearing, the Board of Directors shall promptly advise the member of the date, time, and place of the hearing on his or her proposed expulsion. The hearing will be conducted 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.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final and not subject to appeal or challenge. The termination of such membership shall be noted in the minutes of the corporation, as well as in the membership list.

(4) Any person expelled from the corporation 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 10. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the corporation shall cease on termination of membership.

## **SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS**

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation 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 5342 of the California Nonprofit Public Benefit Corporation Law.

# **ARTICLE 4. MEETINGS OF MEMBERS**

## **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the corporation or at such other place or places within the State of California as may be designated from time to time by resolution of the Board of Directors.

## **SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS**

The members shall meet annually on the second Sunday in November in each year, at 1:00 p.m., or at such other time as the Board of Directors may establish upon advance written notice as the Board may determine. At the meeting any proper business may be transacted, as provided by law or in these Bylaws. The Directors shall be elected by written ballot, as provided in these Bylaws, so there shall be no election at the annual meeting. The annual meeting of members shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting

substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. By joining as a member of the corporation, each member expressly consents to the corporation conducting a meeting of members by electronic transmission, if the Board of Directors determines that a meeting by such electronic transmission is in the best interests of the corporation.

### **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

*(a) Persons Who May Call Special Meetings of Members.* Special meetings of the members shall be called by the Board of Directors, the Chairman of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

### **SECTION 4. NOTICE OF MEETINGS**

*(a) Time of Notice.* 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 corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting.

*(b) Manner of Giving Notice.* Notice of a members' meeting or any report shall be given in writing either personally, by overnight delivery, by mail, by electronic mail addressed to the member at the address of such member appearing on the membership list or by electronic mail through the corporation's electronic mail list server (currently maintained through Yahoo Groups). If no current contact information has been provided to the corporation by such member, then such member shall not be entitled to notice. Notice shall also be posted on the corporation's web site. Notice shall be deemed to have been given upon transmittal to the member and/or posting on the web site.

*(c) Contents of Notice.* 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, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given 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.

*(d) Notice of meetings Called by Members.* If a special meeting is called by members as authorized by these 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, by mail or by electronic mail to the Chairman of the Board, the President, and/or Secretary of the corporation. The Director or 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) not more than ninety (90) days after the receipt of the request for the meeting by the Director or Officer. If the notice is not given to the members within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves through any authorized method, which shall be supplemented by a written posting to the corporation's electronic mail list server.

*(e) Waiver of Notice of Meetings.* The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken as 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 made 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 to be taken for approval of any of the matters specified in subparagraph (f) of this Section, the waiver of notice or consent shall state the general nature of the proposal.

*(f) Special Notice Rules for Approving Certain Proposals.* If 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:

- (1) Removal of directors without cause;
- (2) Filling of vacancies on the Board by members;
- (3) Amending the Articles of Incorporation; and
- (4) An election to voluntarily wind up and dissolve the corporation.

## **SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of thirty-three and one-third (33.3%) of the voting members of the corporation.

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 a 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 this Article, if this corporation 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 corporation, 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 written ballot and not conducted at a meeting.

#### **SECTION 8. PROXY VOTING**

Members entitled to vote shall not be permitted to vote or act by proxy, and no provision in the Bylaws referring to proxy voting or any other act by proxy shall be construed to permit any member to vote or act by proxy.

#### **SECTION 9. CONDUCT OF MEETINGS**

Meetings or members shall be presided over by the Chairman of the Board, or, if there is no Chairman, by the President of the corporation or, in his or her absence, by the Treasurer of the corporation or, in the absence of all of these persons, by a Chairman chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings 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 corporation, or with any provision of law.

#### **SECTION 10. 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 corporation 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 corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article, and may, if authorized by the Board of Directors, be available for download from the corporation's web site.

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 corporation 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 not be counted as votes either for or against the election of a Director. Each member may vote for up to the number of Directors being elected in that election cycle, either four or five, as applicable. Cumulative voting is not permitted with respect to the election of Directors.

With respect to the election of Directors only, a written ballot may be revoked only by the submittal of an approved replacement ballot form, not the submittal of a second ballot. As to all other matters on which a written vote is taken, a written ballot shall not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

#### **SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES**

This corporation 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 corporation, 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 the nominee's qualification's and the 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.
- (e) The Board of Directors may appoint three (3) independent election monitors in the event they believe it appropriate, to count the written ballots for the Directors.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of transmittal or mailing (including postage) the corporation shall, within ten (10) business days after such request (provided payment has been made) electronically transmit or mail to all members or such portion of them that the nominee may reasonable specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request elects to allow the nominee, at the corporation's option, the right to do either of the following: (1) inspect and copy the record of all members' names, contact information, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, contact information 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 corporation distributes any written election material soliciting votes for any nominee for Director at the corporation's expense, it shall make available, at the corporation'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 may nominate himself or herself as a candidate by providing timely written notice to the Board of Directors. However, if the corporation 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 Non-profit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

If this corporation has five thousand (5,000) or more members, than the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the Board of Directors.

## **SECTION 12. 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 13. RECORD DATE FOR MEETINGS OR FOR VOTING**

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, for election of Directors by written ballot or any other lawful membership action, shall be fixed by the Board of Directors pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 5. DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have nine (9) Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

### **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities

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

### **SECTION 3. DUTIES**

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws.
- (e) Register their address and contact information with the Secretary of the corporation, and notices of meetings mailed or electronically transmitted to them at such addresses or contact information shall be valid notices thereof.

### **SECTION 4. TERMS OF OFFICE**

Each Director shall hold office for a two-year period or until the next election by written ballot for that board position, as specified in these Bylaws, and until his or her successor is elected and qualifies. The terms of office shall be staggered, so that in one year four (4) Directors are elected and in the next year five (5) Directors shall be elected.

As to the election cycle after the approval of these Bylaws, four (4) of the existing Directors shall remain as directors until the Fall of 2010, while five (5) new Directors shall be elected with terms taking effect on March 1, 2010 and running through November 2011. The staggered elections shall alternate between electing four (4) and (5) Directors annually from that point forward, as provided in this Section.

### **SECTION 5 . COMPENSATION**

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

### **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone, video meeting or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

## **SECTION 8. REGULAR AND ANNUAL MEETINGS**

Regular meetings of Directors shall be held monthly on a weekday evening at 7:00 p.m. on dates to be set by the Board of Directors. The Secretary shall give notice to the members of the dates and times of the meetings of the Directors through the web site or through the electronic mail list server. In the event a quorum of Directors would not be available for a scheduled meeting, the Directors may cancel such meeting and attend to any such business at the next regular meeting, or at a special meeting.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, the Secretary, or by any two Directors, and such meetings shall be held at the place, with in or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## **SECTION 10. NOTICE OF MEETINGS**

In the event a fixed schedule for regular meetings of the Directors is established and notice given to the members, then regular meetings of the Board may be held without notice. Otherwise, the Secretary shall give notice of such meetings as indicated in Section 8. Special meetings of the Board shall be held upon four (4) days' notice by mail or forty-eight (48) hours' notice delivered personally, by electronic mail or other electronic means of transmission (facsimile or text message), or by telephone. If sent by mail or electronically, the notice shall be deemed to be delivered on its deposit in the mails or electronic transmittal. Such notices shall be addressed to each Director at his or her address or contact information as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting

is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

#### **SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not dispensed with in these Bylaws shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

#### **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as herein-after defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

#### **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of two-thirds (66.67%) of the present Directors.

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

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

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

#### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section

5238(e)), require a greater percentage or different voting rules for approval of a matter by the Board.

## **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Treasurer of the corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

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 corporation, or with provisions of law.

## **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

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

## **SECTION 17. VACANCIES**

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

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If the corporation has any members, then, if the corporation has less than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

If this corporation has no members, Directors may be removed without cause by a majority of the Directors then in office.

Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors, unless the notice specified a later

time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director. If this corporation has members, however, vacancies created by the removal of a Director may be filled only by the approval of the members. The members, if any, of this corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided in this Section shall hold office until the next election for his or her seat on the Board of Directors or until his or her death, resignation or removal from office.

#### **SECTION 18. NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

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

## **ARTICLE 6. OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of this corporation shall be a President, a Secretary and a chief financial officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairman of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairman of the Board.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any member may serve as an officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. Specifically, the Board of Directors may also designate positions within the corporation to help with the efficient functioning and operation of the corporation.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the

Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **SECTION 7. DUTIES OF VICE-PRESIDENT**

The corporation may have a Vice-President, if the Board of Directors so elects. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President, if applicable, 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 on, the President. The Vice-President, if applicable, shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. In the event the corporation does not have a Vice-President, the Treasurer shall undertake the obligations of the Vice-President set forth in this Section.

#### **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation, if applicable, and where required by law, see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is required by law or by these Bylaws.

Keep at the principal office of the corporation or in secure electronic format the membership list containing the name and contact information of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership list together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws the membership list, and the minutes of the proceedings of the Directors of the corporation. The Secretary may request that the Treasurer keep the membership list, in which instance the Treasurer shall fulfill all obligations relating to such list.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

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

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. Nothing in these Bylaws shall require the financial statements of the corporation to be prepared or certified by an independent auditor or accountant.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 10. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a Director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 5, Section 6, of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in

return for services actually rendered the corporation which relate to the performance of the charitable or public purposes of this corporation.

## **ARTICLE 7. COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of Directors then in office, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board or the members, thereof.
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **SECTION 2. OTHER COMMITTEES**

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

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 8. 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 any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of an on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board 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 corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

### **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE 9. CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California or in secure electronic format:

- (a) Minutes of all meetings of Directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding

such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members, if any, indicating their names and contact information and, if applicable, the class of membership held by each member and the termination date of any membership.
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 3. DIRECTORS INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## **SECTION 4. MEMBERS' INSPECTION RIGHTS**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested. Due to the privacy rights of members, any inspection of the members' contact information (which is in the membership list) by a member who is not a Director shall be of the names and voting rights of the members only, and not the other contact information for members maintained by the corporation. In the event a member requests access to the contact information for members in addition to the names, such request shall be in writing to the Board of Directors and explain why the need for such information reasonably relates to that person's interest as a member, and the Board of Directors shall timely consider such request and will advise the member what additional information, if any, shall be provided in response to the request. In responding to such request, the Board of Directors may provide, in its discretion, reasonable alternatives for inspection of such contact information to the member making the request.
- (b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for

which the list has been compiled or as of the date specified by the member subsequent to the date of the demand. The demand shall state the purpose for which the list is requested. 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 of which the list is to be compiled. Due to the privacy rights of members, any request upon the Secretary for the members' contact information (which is in the membership list) by a member who is not a Director shall be of the names and voting rights of the members only, and not the other contact information for members maintained by the corporation. In the event a member requests access to the contact information for members in addition to the names, such request shall be in writing to the Board of Directors and explain why the need for such information reasonably relates to that person's interest as a member, and the Board of Directors shall timely consider such request and will advise the member what additional information, if any, shall be provided in response to the request. In responding to such request, the Board of Directors may provide, in its discretion, reasonable alternatives for inspection of such contact information to the member making the request.

- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

#### **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

#### **SECTION 6. ANNUAL REPORT**

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 7 of this Article.

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

If this corporation has members, then, if this corporation receives Twenty-Five Thousand Dollars (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically transmit in electronic format to all members or make available for download by members the above annual report, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

#### **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

This corporation shall mail or electronically transmit or otherwise make available to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:
  - (1) any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest) ;  
or
  - (2) any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

## **ARTICLE 10. FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 11. BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) subject to the power of the members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation had admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended; or repealed except as provided in subparagraph (b) of this Section; or
- (b) by approval of the members, if any, of this corporation.

## **ARTICLE 12. AMENDMENT OF ARTICLES**

### **SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS**

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

### **SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS**

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

### **SECTION 3. CERTAIN AMENDMENTS**

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 13. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

**APPROVAL OF THESE BYLAWS**

These Amended and Restated Bylaws for Velo Club La Grange, a California nonprofit public benefit corporation, shall become effective only upon the affirmative vote of at least 50% the membership casting a vote, if the number of votes constitutes a quorum. If signed and dated below by the Secretary of the Corporation, it shall signify that the membership voted to approve and implement these Bylaws effective as of January 23, 2010.

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
Joanne Ratinoff, Secretary

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the corporation and that such Bylaws were duly adopted by the vote of the membership as of January 22, 2010, and effective as of January 23, 2010.

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
Joanne Ratinoff, Secretary