

BY-LAWS OF
FEATHER RIVER RAIL SOCIETY

ARTICLE I

NAME. PURPOSE AND LOCATION OF BUSINESS

1.01 The name of this non-profit public benefit corporation shall be Feather River Rail Society, hereinafter referred to as "Corporation."

1.02 The purposes of this organization are:

(a) To bring together people interested in preserving railroad history, to preserve the skills developed by railroad workers and pass the skills to subsequent generations, to collect, restore and maintain equipment and artifacts relating to railroading, to establish a museum open to the general public, to establish and maintain the Western Pacific Railroad Historical Society.

(b) To promote the purpose specified in subparagraph (a) of this Section; to raise and disburse funds for educational purposes; to purchase, receive, take, acquire, hold, sell, convey or otherwise dispose of property, whether real, personal or mixed; to otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations, insofar as is consistent with the laws of the State of California; to act as trustee under any trust incidental to the principal objects of the Corporation, and to receive, hold, administer and expend funds and property subject to such trust; to convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal; to borrow money, contract debts and issue bonds, notes and debentures and secure the same; to contract and be contracted with; and to do all lawful acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation.

1.03 The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable and educational purposes. No dividends shall be declared or paid to any member of the Corporation, nor shall any member, upon dissolution of the Corporation for any reason, be entitled to receive a distributive or any share of the assets then owned or held by the Corporation, it being expressly understood that the Corporation is not formed for profit and is a corporation which does not contemplate any pecuniary gain, profit or earnings of the Corporation which shall inure to the benefit of any private individual or member. Upon dissolution of the Corporation, all of the business, property, assets shall go and be set over to and used for the objects and purposes set forth in the Articles of Incorporation.

1.04 The Corporation is formed under the California Nonprofit Public Benefit Corporation Laws for the public purposes described above, and it shall be nonprofit. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

1.05 The principal office of the Corporation shall be in the County of Plumas, State of California. The original or certified copy of the Articles of Incorporation and these bylaws, as amended, shall be kept at the principal office of the Corporation.

1.06 The Corporation may also have offices at such other places, within or without the State of California, as its business may require and as the Board of Directors may from time to time designate.

1.07 As used in these by-laws, the masculine, feminine, or neuter gender, and the singular or plural number, shall each be deemed to include the others whenever the context so indicates.

ARTICLE II

MEMBERSHIP, DUES, AND RESIGNATION AND EXPULSION

2.01 There shall be classes of memberships in the Corporation, which are set by the Board of Directors. The interests and rights of all members (except those of voting) shall be equal.

2.02 Voting memberships shall be defined by Corporation policies.

(a) Associate member is a person over the age of 18, having paid the prescribed dues or fees as may be set from time to time by the Corporation. Associate members hold no voting rights.

2.03 All notices to be given by the Corporation to the unit shall be directed to the person(s) at the address shown on the current records of the Corporation.

2.04 The Board of Directors may confer the status of "honorary membership" on families and/or individuals whom it chooses to honor. Honorary members shall have all the rights and privileges afforded regular members except that "honorary members" shall not be considered "members" as defined by the California Nonprofit Corporation Law and, specifically, shall not be entitled to vote or serve on the Board of Directors unless, in electing them to "honorary membership" status, the Board of Directors explicitly determines that they shall have the right to vote, notwithstanding 2.02 (g).

2.05 Members of this organization shall pay dues in such amounts as may, from time to time, be fixed by the Board of Directors. Each member shall be entitled to equal access to all activities of the Corporation, irrespective of the amounts of dues paid or contributions made to the corporation.

2.06 Membership cards may be issued at such times and in such form(s) as the Board of Directors may, from time to time, direct. Application for membership shall be made on such form(s) and in such manner as the Board of Directors shall determine from time to time.

2.07 The Corporation shall maintain membership data including the name and mailing address of each member unit. Termination of the membership of any member unit shall be recorded with the date on which such membership ceased. Such data shall be kept at the Corporation's principal office.

2.08 No member of the Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

2.09 Membership in the Corporation is non-transferable and non-assignable.

2.10 Membership Termination

(a) The voting membership of any member unit of the Corporation shall automatically terminate:

(i) upon written resignation received by the Corporation by the United States Mail; or

(ii) upon death of the last surviving member of the member unit.

(b) A member unit resigning or whose membership is terminated through death shall not be relieved from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise. This Section shall not diminish any right of the Corporation to enforce any such obligation or obtain damages for its breach.

(c) The membership of any member unit failing to pay dues when due may be terminated upon thirty (30) days written notice in the manner specified in Section 2.11 (a) hereof.

2.11 Member Expulsion

No member may be expelled or suspended, no membership or membership rights may be terminated or suspended, except for nonpayment of dues as set forth in Section 2.10 (c), other than in accordance with the procedures set forth below. Any expulsion, termination, or suspension must be accomplished in good faith and in a fair and reasonable manner. Any expulsion, termination or suspension not in accord with the following procedure shall be void and without effect:

(a) The Board of Directors shall cause said member unit to be given thirty (30) days written notice of the proposed expulsion, suspension, or termination and of the reasons therefor. Notwithstanding anything to the contrary contained in these by-laws, such notice shall be delivered by overnight courier service, with receipt for delivery to the last known address of said member unit. Notice shall be deemed delivered on the date of delivery. If delivery is refused, it shall be deemed to have been made on the date delivery was attempted.

(b) The member unit shall be afforded the right to be heard by a committee composed of five (5) Directors appointed by the President. Whenever possible the committee shall include the President of the Corporation. Should said committee receive compelling evidence against said expulsion, suspension, or termination, the committee may defer the date of expulsion, suspension, or termination until the matter can be reconsidered at the next regular or special meeting of the Board of Directors.

(c) Any action challenging an expulsion, suspension or termination of membership, including any claim of alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

(d) This section shall govern only the procedures for expulsion, suspension, or termination based upon good cause, as hereinafter defined. Any expulsion, suspension, or termination based upon

substantive grounds which violate contractual or other rights of the member or are otherwise unlawful, is not made valid merely by compliance with this section.

(e) Good cause shall be deemed to exist for the expulsion, suspension, or termination of a member upon a finding by a majority of the Board of Directors that the member has:

- (i) failed and continues to fail to abide by the Articles of Incorporation, by-laws of the Corporation, or rules and regulations of the Board of Directors; or
- (ii) committed, or is in the course of committing, some act or acts prejudicial to the purposes of the Corporation.

ARTICLE III

MEETINGS OF MEMBERS

3.01 A meeting of members shall be held annually 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, for the purpose of electing Directors and Officers, receiving reports concerning the Corporation's activities during the previous fiscal year, and for transacting such other business as may come before the meeting. The meeting date shall be set by the Board of Directors prior to November 1st each year for the next year.

3.02 Special meetings of members may be called by the Board of Directors, the President, any six (6) Directors of the Corporation, or at the written request of two percent (2%) of the voting members of the Corporation. Special meetings of the members shall be held at the principal office of the Corporation.

3.03 Notice of Members Meetings

(a) Whenever voting member units are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than thirty (30) days nor more than ninety (90) days before the date of the meeting to each member unit entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed first class, registered, or certified mail, that notice shall be given not less than sixty (60) days before the meeting. Such notice shall state the place, date, and time of the meeting, and

- (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or
- (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of the mailing of the notice, intends to present for action by the members. The notice of any meeting at which Directors and Officers are to be elected shall include the names of all those who are nominees.

(b) Notice of members' meetings, or any report, shall be given either personally, or by mail, or by other means of written communication, addressed to the member at the address of such member appearing on the records of the Corporation or given by the member to the Corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the Corporation is located, or by publication at least once in a newspaper or general circulation in the county in which the

principal office is located. An affidavit of giving of notice or report in accordance with these bylaws, executed by the Secretary or an Assistant Secretary of the Corporation, shall be prima facie evidence of the giving of the notice or the report.

3.04 A quorum shall consist of two percent (2%) of the voting members of the Corporation for all matters of business except changes to the by-laws for which the quorum shall consist of five percent (5%) of the voting members of the Corporation.

3.05 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 voting members present, but no other business shall be transacted.

3.06 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in case of an original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting.

3.07 The members present at a meeting duly called or held, at which a quorum is present, may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

3.08 Each voting member unit is entitled to the number of votes as prescribed in section 2.02 on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote except as otherwise expressly provided in these by-laws, or as determined by the Board of Directors prior to the meeting at which such form of voting is to be used.

3.09 Meetings of members shall be presided over by the President of the Corporation or, in the absence of the President, by the Vice President next ranked by the Board of Directors or in the absence of both, by a Chairman chosen by a majority of the voting members present. The Secretary of the Corporation shall act as Secretary of all meetings of members provided that in the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary for the meeting.

3.10 Meetings shall be governed by Robert's 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 by-laws, with the written rules, regulations, and policies of the Corporation, or with the Articles of Incorporation of the Corporation.

ARTICLE IV

DIRECTORS

4.01 The corporation shall have nine (9) elected Directors. Collectively, the Directors shall be known as the Board of Directors.

4.02 The words "Directors" and "Board", as used in the Articles of Incorporation, by-laws, or the written rules, regulations, and policies of the Corporation, in relation to any power or duty requiring collective action, mean "Board of Directors."

4.03 Subject to any limitation contained in the Articles of Incorporation, the Directors shall exercise the powers of the Corporation, control its property, and conduct its affairs, except as otherwise provided by law.

4.04 Any person eighteen (18) years of age or older who has been an Active, Life, Family, Life Family, or Sustaining member of a voting membership unit in good standing for a minimum of one (1) year at the date of the election or appointment shall be eligible to election or appointment as a Director. A Director shall be a member in good standing during the entire term. No more than one (1) person from any membership may serve concurrently as an elected Director.

4.05 **Term of Office**

(a) Each elected Director shall serve a three (3) year term, with the terms of the respective Directors to be staggered so that one-third (1/3) of the Directors are to be elected each year, except for those persons elected to fill an unexpired term. The terms shall commence on July 1 and shall run for a period of three (3) years, unless otherwise terminated by law or in accordance with the by-laws of the corporation.

4.06 **Nomination and Election**

(a) The Board of Directors shall establish a standing Nomination and Election Committee. The membership of this committee shall contain one chairperson and at least two other members.

(b) The Nomination and Election Committee shall produce a policy and procedure for nominations and elections. This shall be incorporated into the Feather River Rail Society Policy and Procedures Manual.

(c) Nominations for the election of Directors shall be submitted in writing by voting members of the corporation, addressed to the election committee at the office of the corporation, personally delivered to election committee or deposited in the mail box of the election committee. Nominees may withdraw their names from nomination by written notice to the election committee.

(d) The election committee of the corporation shall be responsible for the preparation, mailing, and receipt of the ballots. Ballots must be returned to the election committee of the corporation as provided in the Feather River Rail Society Policy and Procedures Manual.

(e) Elections shall be by secret written ballot.

(f) All Directorships to be filled at any election shall be voted for together, each voting member being permitted to vote for as many candidates as there are vacancies to be filled. The three candidates receiving the highest number of votes shall be elected to the full three year terms to be filled at that election. If any unexpired portion(s) of Director(s) terms are to be filled at that election, then the candidate respectively receiving the fourth highest number of votes shall be elected to fill the longest unexpired term of office, and so on until all vacant offices have been filled. Should more candidates than the number required to fill vacancies having the same term of office receive the same number of votes, the tie will be resolved by drawing from among those persons. Names will be drawn until the vacancies of equal term have been filled, then until vacancies of the next shorter term have been filled, and so on until the tie has been broken.

(g) The election committee shall report and certify the accuracy and proper procedure of the vote at the annual meeting of members of the corporation as provided for in policy and procedures.

(h) Upon completion of their report the election committee shall render custody of the ballots and tally sheets to the Secretary of the corporation. The Secretary will retain the tally sheet outer envelopes, ballots and tally sheets for not less than three (3) years. During this retention they will be treated as part of the records of the annual meeting of members that they were reported at.

(i) No cumulative voting for members of the Board of Directors shall be permitted.

4.07 **Meetings (Board of Directors)**

(a) Meetings of the Board shall be held at the principal office of the Corporation unless otherwise provided by the Board of Directors.

(b) Regular meetings of the Board shall be open to members and, at the discretion of the Board, may be open to the public. Such meetings shall be held monthly and the meeting date(s) for the next calendar year shall be set prior to November 1st each year.

(c) Those personnel and other matters which the President or the majority of the Board of Directors deem best to be conducted in private shall not be open to anyone other than voting members of the Board except by invitation by a majority vote of the Board of Directors who are present.

(d) Special meetings of the Board may be called by the President, any Vice-President, in the absence of the President, or by any six (6) Directors by notice as specified in 4.07(e).

(e) Where notice is required, it shall be either by first class mail delivered at least four (4) days prior to the meeting or electronically delivered at least four (4) days prior to the meeting and with confirmation of delivery.

(f) 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 at the proper call and notice, provided a quorum as hereinafter defined, is present and provided that either before or after the meeting each of the Directors 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 Corporation records or made a part of the minutes of the meeting.

(g) A quorum shall consist of a simple majority of the Board.

(h) Notwithstanding provisions of Section 4.07(b), all meetings of the Board shall be open to all members, except that the Board, in its discretion and by a majority vote of Directors present, may (i) exclude any persons from the meeting for disorderly conduct or conduct tending to disrupt the meeting, (ii) exclude all persons other than voting members of the Corporation, (iii) exclude all persons except those deemed necessary for the matter(s) being considered, or (iv) exclude all persons other than Directors.

4.08 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 law, the Articles of Incorporation of the Corporation, or these by-laws require a greater number.

4.09 Any action required or permitted to be taken by the Board of Directors under any provisions of the law may be taken without a meeting, if all of the voting members of the Board shall individually or collectively consent in writing to such action. 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 such Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without meeting and that the by-laws of the Corporation authorize the Directors so to act, and such statement shall be prima facie evidence of such authority.

4.10 **Director Removal**

(a) The Board may declare vacant the office of any Director who has: (i) been declared of unsound mind by a final order of court; or (ii) been convicted of a felony; or (iii) who has been found by a final order or judgment of any court to have breached any duty under Article III, commencing with Section 7221 of the California Corporations Code.

(b) The Board may declare vacant the office of any Director who is no longer a member in good standing of the Corporation.

(c) Any or all Directors may be removed without cause under the following circumstances: (i) so long as the Corporation has fewer than fifty (50) members, such removal is approved by a majority of all members; or (ii) where the Corporation has fifty (50) or more members, such removal is approved by an affirmative vote or written ballot of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative vote also constitutes a majority of the required quorum).

4.11 **Director Vacancies**

(a) Vacancies in the Board of Directors shall exist: (i) on the death, resignation, or removal of any Director; (ii) whenever the number of Directors authorized is increased; or (iii) on failure of the members in any election to elect the full number of Directors authorized.

(b) The Board of Directors shall declare vacant the office of a Director if, within sixty (60) days after election, the elected Director does not accept the office in writing; or, at its discretion, the Board of Directors may declare vacant the office of a Director who is absent from four (4) or more regular meetings of the Board of Directors during the preceding twelve (12) month period. (Teleconferencing does not constitute an absence.)

(c) If a vacancy shall occur in the office of Director prior to the expiration of that term of office, the President, with Board approval, may fill such vacancy by appointment. If such a vacancy should occur prior to the first (1st) day nominations may be submitted, the appointment term shall expire with the next election of Directors. If such vacancy should occur after the first (1st) day but prior to the election of Directors, the appointment term shall expire with the second following election of Directors, unless the term should end earlier. Should a balance remain in the term after the expiration of the appointment, the members shall elect a Director to serve the remainder of the terms as specified in Section 4.06.

4.12 All past Presidents, who are members in good standing, shall be non-voting ex-officio members of the Board of Directors.

4.13 The Board of Directors may from time to time designate individuals with a distinguished record of service to the Corporation and/or the community as Honorary members of the Board of Directors, however, such Honorary Directors shall not have a vote and shall not be admitted to closed session of the Board of Directors except as provided in 4.07 (c).

4.14 A policy and procedure shall be established to deal with Director Misconduct, when it appears to run against Feather River Rail Society Policy, Procedures, Articles of Incorporation or bylaws.

4.15 Restriction regarding Interested Director(s). Persons serving on the board may be interested persons. For purposes of this section, "interested persons" means:

- (a) Any person as described in Section 5233 of the Corporation Code of the State of California.

ARTICLE V

OFFICERS

5.01 The officers of the Corporation shall include a President, one (1) or more Vice-Presidents, a Secretary, and a Chief Financial Officer (Treasurer). The Corporation may also have, at the discretion of the Board of Directors, such other officers or agents as it may deem desirable. No person may hold more than one (1) of the following offices concurrently: President, Vice President, Secretary, or Chief Financial Officer (Treasurer).

5.02 Any person who is qualified under 4.04 to be a Director is qualified to be an officer of the Corporation. Officers shall be elected by the Board of Directors at the next regular board meeting after the election of Directors. Each officer shall hold office until the next regular election of officers, or the officer resigns, or is removed, or is otherwise disqualified to serve.

5.03 Any officer may be removed, either with or without cause, by a majority of the members at the time in office, at any regular or special meeting of the members, and such officer shall be removed should that officer cease to be qualified for the office as herein required. 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 time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.04 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer may or may not be filled as determined by the Board of Directors for the unexpired portion of the term.

5.05 Duties of the President

The President shall:

- (a) be the Chief Executive Officer of the Corporation and shall, in general be subject to the control of the Board of Directors;

(b) supervise and control the affairs of the Corporation;

(c) perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, by these by-laws, or which may be prescribed from time to time by the Board of Directors;

(d) preside at all meetings of the members and meetings of the Board of Directors;

(e) in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which shall from time to time be authorized by the Board of Directors, except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws.

(f) be an ex-officio member of all committees of the Corporation;

(g) and appoint all department heads.

5.06 **Duties of the Vice-President**

The Vice-President shall:

(a) perform all the duties of the President, in the absence of the President, or in the event of the President's inability or refusal to act. The Vice-Presidents, in order of their rank, or if not ranked, the Vice-President designated by the Board of Directors, when so acting shall have all the powers of and be subject to all the restrictions on the President;

(b) and have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these by-laws, or as may be prescribed by the Board of Directors.

5.07 **Duties of the Secretary**

The Secretary shall:

(a) certify and keep at the principal office of the Corporation the original, or a copy, of these by-laws as amended or otherwise altered to date;

(b) keep all minutes of the Board of Directors meetings and members meetings as prescribed in section 8.01;

(c) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law;

(d) be custodian of the records and the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these by-laws;

(e) keep or cause to be kept at the principal office of the Corporation an official membership roster containing the name and address of each member, and, in any case where membership

has been terminated, the Secretary shall record such fact in the roster together with the date on which the membership ceased;

(f) exhibit at all reasonable times to any Director of the Corporation, or to the Director's agent or attorney, on request thereof, the by-laws, the membership roster, and the minutes or the proceedings of the Directors and of the members of the Corporation;

(g) exhibit at all reasonable times to any voting member, or to the member's agent or attorney, on demand therefor for a purpose reasonably related to the interest of such member, the by-laws and minutes of meetings of the Directors or the members, and shall exhibit said records at any time when required by demand of the voting members of the Corporation;

(h) any inspection under the provisions of this section may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts;

(i) and in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation of the Corporation, or by these by-laws, or which may be assigned to the Secretary from time to time by the Board of Directors.

5.08 Responsibilities of the Chief Financial Officer (Treasurer)

The Chief Financial Officer (Treasurer) will be responsible for:

(a) 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;

(b) receiving moneys and giving written receipts for moneys due and payable to the Corporation from any source whatever;

(c) disbursing or causing to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

(d) keeping and maintaining adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(e) exhibiting at all reasonable times the books of account and financial records to any Director of the Corporation or to the Director's agent or attorney, on request thereof;

(f) exhibiting at all reasonable times to any voting member, the member's agent, or attorney, on written demand therefor, for a purpose reasonably related to the interest of such member, the books of account and financial records of the Corporation, and shall exhibit said records at any time when required by the demand of ten percent (10%) or more of the voting members of the Corporation;

(g) rendering to the President and Directors, whenever requested an account of any or all transactions entered into by the Chief Financial Officer (Treasurer) and of the financial condition of the Corporation;

(h) preparing, or causing to be prepared, the financial statements to be included in the annual report to members;

(i) if required by the Board of Directors, giving a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors shall determine;

(j) and in general, performing all duties incident to the office of Chief Financial Officer (Treasurer) and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these by-laws, or which may be assigned from time to time by the Board of Directors.

5.09 If required by the Board of Directors, the Assistant Treasurer, if any there be, shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Assistant Treasurer shall, in general, perform such duties, as shall be assigned from time to time, by the Chief Financial Officer (Treasurer) or by the Board of Directors.

5.10 The Officers of the Corporation shall serve without compensation.

5.11 Subject to any of the provisions of these by-laws, any inspection or exhibit of documents provided, may be in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE VI

COMMITTEES

6.01 The President or the Board of Directors may establish whatever committees it deems advisable for the continuing operation of the corporation.

6.02 The responsibility of committees will be set forth in the written rules, regulations, policies and procedures manual. Committee(s) shall be authorized to adopt rules, regulations, and policies for the transaction of their business, provided such rules, regulations, and policies do not conflict with the Articles of Incorporation, the by-laws, or other written rules, regulations, policies and procedures adopted by the Corporation and approved by the Board of Directors.

6.03 Unless otherwise set forth in these by-laws, the President shall appoint all committee(s) chairperson(s) and the chairperson will select the members of the committee. A committee member must be a member in good standing of the Corporation.

6.04 Chairpersons of committees who are not members of the Board of Directors shall serve as non-voting ex-officio members of the Board of Directors.

ARTICLE VII

EXECUTION OF INSTRUMENTS, DEPOSITS

FUNDS AND CORPORATE PROPERTIES

7.01 The Board of Directors, except as otherwise provided in these by-laws, 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 and 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 pecuniarily for any purpose or in any amount.

7.02 Checks, drafts, promissory notes, order for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by those officers so designated by resolution of the Board of Directors of the Corporation.

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

7.04 The Board of Directors may accept, on behalf of the Corporation, outright or in trust, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

7.05 Members may not act for the Corporation unless expressly authorized to do so by the Board of Directors or Corporation Officers. Corporation stationery or substitutes therefor may be used only by Directors, officers, committees and authorized agents and employees whose work necessitates official correspondence. No member may incur any obligation for the Corporation unless expressly authorized to do so by these by-laws or the Board of Directors.

7.06 Acceptance of any and all gifts of real property, equipment, or artifacts shall be at the discretion of the Board of Directors. Equipment or artifacts given to the Corporation shall be considered as gifts and shall be solely under the control of the Board of Directors. Equipment or artifacts loaned to the Corporation shall be governed by written agreements between the donor (lessor) and the Corporation.

7.07 501 (C) (3) tax -exempt nonprofit corporations are absolutely prohibited from participating in political campaigns for or against any candidate for public office. Participation in or contributions to political campaigns can result in the revocation of 501 (C) (3) tax-exempt status and the assessment of special excise taxes against the organizations and its managers.

ARTICLE VIII

CORPORATE RECORDS, REPORTS AND SEAL

8.01 The Corporation shall keep at its principal office, or at such other place as the Board of Directors may order, minutes of all meetings of Directors and of all meetings of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Directors' meeting(s), the number of members present at members' meeting(s), and the proceedings thereof.

8.02 The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

8.03 On request of an assessor, the Corporation shall make available at its principal office in California, or at a place mutually acceptable to the assessor and to the Corporation, a true copy of business records relevant to the amount, costs, and value of property, subject to local assessment, which it owns, claims, possesses, or controls within the county.

8.04 The books of account shall, at all reasonable times, be open to the inspection by any Director. Every Director shall have the absolute right, at any reasonable time, to inspect all books, records, documents of every kind, and the physical properties of the Corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

8.05 The books of account and the minutes of meetings of the Directors and members shall be open to inspection on demand of any voting member, at any reasonable time, and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting, of the voting members of the Corporation. Such inspection may be made in person or by agents or attorney, and the right or inspection other than at a members' meeting shall be made in writing to the President, and/or secretary, of the Corporation.

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

8.06 The Board of Directors shall provide for the preparation and submission to the members of an annual financial statement within one hundred twenty (120) days of the close of the fiscal year. Such report shall summarize the Corporation's financial activities for the preceding year. The financial statement shall contain a summary of receipts and disbursements, and be prepared in such manner and format as is sanctioned by sound accounting practices.

8.07 The Board of Directors may adopt, use and, at will, alter a corporate seal. Such seal, if adopted, shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

ARTICLE IX

FISCAL YEAR

9.01 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 X

BY-LAWS

10.01 These by-laws shall become effective on July 1, 2006, at which time all other by-laws of the Corporation heretofore adopted shall be revoked. Amendments to these by-laws shall become effective immediately on their adoption unless the members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

10.02 Subject to the limitations contained in the Articles of Incorporation of the Corporation and to any provisions of law applicable to the amendments of by-laws of a nonprofit public benefit corporation, these by-laws or any of them may be altered, amended, or repealed by new by-laws adopted by the members. This may be done by the vote or written assent of a majority of the members voting on a written, mailed ballot or by the vote of a majority of a quorum at a meeting duly called and noticed for the purpose in accordance with Section 3.03 hereof, provided such notice is given not less than thirty (30) days prior to such meeting, Subject to Section 5513 of the California Corporation Code, and unless prohibited in the

articles or by-laws, 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. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.