

Bylaws of

WINE COUNTRY CURLING CLUB, INC.

A California Nonprofit Public Benefit Corporation

Approved by the Board of Directors _____, 2018

Approved by the Membership _____, 2018

Effective _____, 2018

1.	NAME	7
1.1.	Corporate Name	7
2.	OFFICES	7
2.1.	Principal Office	7
2.2.	Other Offices	7
3.	PURPOSES	7
3.1.	General Purpose	7
3.2.	Specific Purpose	7
4.	LIMITATIONS	7
4.1.	Political Activities	7
4.2.	Prohibited Activities	8
5.	DEDICATION OF ASSETS	8
5.1.	Property Dedicated to Nonprofit Purposes	8
5.2.	Distribution of Assets Upon Dissolution	8
6.	MEMBERSHIPS	8
6.1.	Determination and Rights of Members	8
6.2.	Qualifications and Admission of Members	9
6.3.	Fees, Dues, and Assessments	10
6.4.	Number of Members	10
6.5.	Membership Book	10
6.6.	Non-liability of Members	10
6.7.	Non-transferability of Memberships	10
6.8.	Termination of Membership	10
6.9.	Rights on Termination of Membership	11
6.10.	Amendments Resulting in the Termination of Memberships	11
6.11.	Members' Rights of Inspection	12
7.	DIRECTORS	12
7.1.	Number and Qualifications	12
7.1.1.	Number	12
7.1.2.	Qualifications	12
7.2.	Corporate Powers Exercised by Board	12
7.3.	Terms; Election of Successors	13

7.4.	Vacancies	13
7.4.1.	Events Causing Vacancy	13
7.4.2.	Removal	13
7.4.3.	No Removal on Reduction of Number of Directors	13
7.4.4.	Resignations	14
7.4.5.	Election to Fill Vacancies	14
7.5.	Regular Meetings	14
7.6.	Special Meetings	14
7.7.	Notice of Meetings	14
7.7.1.	Manner of Giving	14
7.7.2.	Time Requirements	15
7.7.3.	Notice Contents	15
7.8.	Place of Board Meetings	15
7.8.1.	Meetings by Telephone or Similar Communication Equipment	15
7.9.	Quorum and Action of the Board	15
7.9.1.	Quorum	15
7.9.2.	Minimum Vote Requirements for Valid Board Action	16
7.9.3.	When a Greater Vote Is Required for Valid Board Action	16
7.10.	Waiver of Notice	16
7.11.	Adjournment	16
7.12.	Notice of Adjournment	17
7.13.	Conduct of Meetings	17
7.14.	Action Without Meeting	17
7.15.	Fees and Compensation of Directors	17
7.16.	Non-Liability of Directors	18
8.	COMMITTEES	18
8.1.	Committees of Directors	18
8.2.	Meetings and Action of Board Committees	19
8.3.	Quorum Rules for Board Committees	19
8.4.	Revocation of Delegated Authority	19
8.5.	Nonprofit Integrity Act/Audit Committee	19
8.6.	Advisory Committees	20

9.	OFFICERS	20
9.1.	Officers	20
9.2.	Election of Officers	20
9.3.	Removal of Officers	21
9.4.	Resignation of Officers	21
9.5.	Vacancies in Offices	21
9.6.	Responsibilities of Officers	21
9.6.1.	President	21
9.6.2.	Vice President	21
9.6.3.	Secretary	21
9.6.3.1.	Bylaws	22
9.6.3.2.	Minutes	22
9.6.3.3.	Notices	22
9.6.3.4.	Corporate Records	22
9.6.3.5.	Corporate Seal and Other Duties	22
9.6.4.	Treasurer	22
9.6.4.1.	Books of Account	22
9.6.4.2.	Financial Reports	22
9.6.4.3.	Deposit and Disbursement of Money and Valuables	22
9.6.4.4.	Bond	23
9.6.5.	Additional Officers	23
9.7.	Compensation of Officers	23
9.7.1.	Salaries Fixed by Board	23
9.7.2.	Fairness of Compensation	23
10.	CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES	24
10.1.	Purpose of Conflict of Interest Policy	24
10.2.	Definition	24
10.3.	Conflict of Interest Avoidance Procedures	25
10.4.	Records of Board and Board Committee Proceedings	26
10.5.	Compensation Approval Policies	26
10.6.	Annual Statements	29
10.7.	Periodic Reviews	29

10.8.	Use of Outside Experts	29
11.	INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS	30
11.1.	Definitions	30
11.1.1.	"Agent"	30
11.1.2.	"Proceeding"	30
11.1.3.	"Expenses"	30
11.2.	Applicability of Indemnification Provisions	30
11.2.1.	Successful Defense by Agent	30
11.2.2.	Settlement or Unsuccessful Defense by Agent	30
11.3.	Actions Brought by Persons Other than the Corporation	30
11.3.1.	Scope of Indemnification in Third Party Proceedings	31
11.3.2.	Required Standard of Conduct for Indemnification in Third Party Proceedings	31
11.4.	Action Brought By or On Behalf Of the Corporation	31
11.4.1.	Scope of Indemnification in Proceeding By or On Behalf Of the Corporation	31
11.4.2.	Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the Corporation	32
11.4.3.	Claims Settled Out of Court	32
11.4.4.	Claims and Suits Awarded Against Agent	32
11.5.	Determination of Agent's Good Faith Conduct	32
11.6.	Limitations	33
11.7.	Advance of Expenses	33
11.8.	Contractual Rights of Non-Directors and Non-Officers	33
11.9.	Insurance	33
12.	CORPORATE RECORDS, REPORTS AND SEAL	33
12.1.	Minutes	33
12.2.	Books and Records of Account	34
12.3.	Articles of Incorporation and Bylaws	34
12.4.	Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns	34
12.5.	Annual Report; Statement of Certain Transactions	34
12.6.	Directors' Rights of Inspection	35
12.7.	Corporate Seal	35

13.	FISCAL YEAR OF THE CORPORATION	35
14.	EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS	35
14.1.	Execution of Instruments	35
14.2.	Checks and Notes	36
14.3.	Deposits	36
14.4.	Gifts	36
15.	CONSTRUCTION AND DEFINITIONS	36
16.	AMENDMENTS	36
16.1.	Amendment by Directors	36
	WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS	38

1. NAME

1.1. Corporate Name

The name of this corporation is [Wine Country Curling Club, Inc.] (the "Corporation").

2. OFFICES

2.1. Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within the State of California by resolution of the Board of Directors ("Board").

2.2. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

3. PURPOSES

3.1. General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public purposes.

3.2. Specific Purpose

The specific purpose of the Corporation shall include without limitation,

1. Promoting the sport of curling in Northern California;
2. Pursuing participation by providing inclusive programs such as adaptive curling, senior curling, and junior curling; Supporting and developing the capabilities of amateur athletes in order to participate in local, state, national, international, and Olympic curling competitions.

4. LIMITATIONS

4.1. Political Activities

The Corporation has been formed under California Nonprofit Corporation Law for the public purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on

propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

4.2. Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

5. DEDICATION OF ASSETS

5.1. Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to public purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

5.2. Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

6. MEMBERSHIPS

6.1. Determination and Rights of Members

The membership of the corporation shall be made up of the following classes: Adult, Senior, Junior, Youth, Social, Non-Primary Club. No member shall hold more than one membership in the corporation. All memberships shall have the same rights,

privileges, restrictions, and conditions except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation,

- (a) *Adult Membership*: This membership class includes head of household and additional household members. Any person may be eligible for Adult Membership if they have paid their club dues and are twenty-two to forty-nine years of age on the day of their membership application. Persons holding Adult Membership may participate in leagues and play downs, and may vote and serve as a member of the Board.
- (b) *Senior Membership*: This membership class includes head of household and additional household members. Any person may be eligible for Senior Membership if they have paid their club dues and are fifty years of age or older on the day of their membership application. Persons holding Senior Membership may participate in leagues and play downs, and may vote and serve as a member of the Board.
- (c) *Junior Membership*: Any person may be eligible for a junior membership if they are at least fourteen (14) years of age, but under the age of twenty-one (21), on the day of their membership application and have paid their junior member dues. Junior members may participate in leagues and play downs, and may vote, but only those having reached the age of eighteen (18) may serve as a member of the Board.
- (d) *Youth Membership*: Any person may be eligible for a youth membership if they are under the age of fourteen (14) on the day of their membership application and have paid their youth member dues. Youth members may participate in leagues and play downs, but can neither vote nor serve as a member of the Board.
- (e) *Social Membership*: Any person may be eligible for social membership if they have paid their social member dues. Social members may not participate in leagues and play downs and can neither vote nor serve as a member of the Board.
- (f) *Non-Primary Club Membership*: Any person may be eligible for a Non-Primary Club Membership if they have paid the non-primary club member dues and if they are a member of a United States Curling Association club. Non-Primary Club members may participate in leagues and play downs, and may vote but cannot serve as a member of the Board.

6.2. Qualifications and Admission of Members

Any person may become a member upon application, payment of dues, and acceptance by the Board. Membership shall not be denied to any person on the basis of race, color, religion, age, gender, sexual orientation, national origin, or physical/mental ability.

6.3. Fees, Dues, and Assessments

- (a) No fee shall be charged for making application for membership in the corporation.
- (b) The annual dues for each category of membership and the deadlines for payment shall be determined by the Board. No member shall be permitted to participate in competitive play and other club-supported activities until payment of his or her annual dues.

6.4. Number of Members

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

6.5. Membership Book

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office or at a place designated by the Board, and shall be available for inspection by any director or member of the corporation during regular business hours. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

6.6. Non-liability of Members

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

6.7. Non-transferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

6.8. 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 his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon a determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation. 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 notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(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 hearing will be held by the Board in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board 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.

(4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund be prorated to return only the un-accrued balance remaining for the period of the dues payment.

6.9. Rights on Termination of Membership

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

6.10. 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.

6.11. Members' Rights of Inspection

Every member shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

7. DIRECTORS

7.1. Number and Qualifications

7.1.1. Number

Board shall consist of nine (9) or ten (10) directors with voting privileges. The first nine members shall be elected to the Board according to the procedure outlined in section 7.3. Each of these nine Board members may serve as President, Vice President, Secretary, Treasurer, or one of the five (5) At Large Directors pursuant to the procedure outlined in Article 9. The tenth voting director position will only be filled when a director, currently serving as President, finishes their elected term and chooses not to run for re-election to the Board or is not re-elected by the membership to a Board position. In either of those cases the outgoing President will transition into the tenth voting director position for a term of one year. During that one-year term they will serve as a sixth At Large Director and may not serve as President, Vice President, Secretary, or Treasurer. At the conclusion of this one-year term the tenth voting director position will again be left vacant until a time that another director, serving as President, finishes their elected term and chooses not to run for re-election to the Board or is not re-elected by the membership to a Board position.

7.1.2. Qualifications

Any member, as set forth in Article 6 and in good standing, may serve as a director of this corporation. Directors shall be elected by the membership, and each director shall hold office according to the terms set forth in these bylaws until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

7.2. Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The

Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

7.3. Terms; Election of Successors

The Directors shall be divided into two groups, one consisting of four Directors and another group consisting of five Directors, to serve staggered terms of two years. Announcement for the nomination of Directors shall occur at the annual meeting of the corporation in April or May of each year and the election of the Directors shall occur shortly thereafter. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

7.4. Vacancies

7.4.1. Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

7.4.2. Removal

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

The Board may, by a majority vote of the Directors who meet all of the required qualifications to be a Director set forth in Section 7.1.2, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.

Directors may be removed without cause by a super majority, defined as greater than or equal to two thirds, of the Directors then in office.

7.4.3. No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

7.4.4. Resignations

Except as provided in this Section 7.4.4, any Director may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. 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 California Attorney General (the "Attorney General").

7.4.5. Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by the affirmative vote of a majority of the Directors in office as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

7.5. Regular Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of nominating Directors, review of the corporate budget and expenditures, and the transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time.

7.6. Special Meetings

Special meetings of the Board for any purpose may be called at any time by the President, or the Vice President, or the Secretary, or any two Directors.

7.7. Notice of Meetings

7.7.1. Manner of Giving

Except when the time and place of a regular meeting is set by the Board in advance (as permitted by Section 7.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- (a) Personal delivery of oral or written notice;
- (b) First-class mail, postage paid;
- (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or

(d) Facsimile, electronic mail ("e-mail") or other means of electronic transmission.

All such notices shall be given or sent to the Director's address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

7.7.2. Time Requirements

Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

7.7.3. Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

7.8. Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

7.8.1. Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

7.9. Quorum and Action of the Board

7.9.1. Quorum

More than fifty percent of Directors then in office (but no fewer than two Directors or one-fifth of the authorized number in Section 7.1.1, whichever

is greater) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.11.

7.9.2. Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

7.9.3. When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Article 10 (provided that the vote of any interested Director(s) is not counted);
- (b) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 8.1; and
- (c) Removal of a Director without cause as described in Section 7.4.2.

7.10. Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

7.11. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

7.12. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

7.13. Conduct of Meetings

Meetings of the Board shall be presided over by the President or, if the President is absent, by the Vice President or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

7.14. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent verbally or in writing to the action. For the purposes of this Section 7.14 only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such verbal or written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such verbal or written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

7.15. Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 7.15 only, means:

- (a) Any person currently being compensated by the Corporation for services rendered to it within the previous 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.

7.16. Non-Liability of Directors

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

8. COMMITTEES

8.1. Committees of Directors

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees ("Committees"), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) Approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any Committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) Appoint any other Committees or the members of these Committees;
- (g) Expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) Approve any transaction (i)between the Corporation and one or more of its Directors or (ii)between the Corporation and any entity in which one or more of its Directors have a material financial interest.

8.2. Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 concerning meetings of Directors, with such changes in the context of Article 7 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

8.3. Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

8.4. Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

8.5. Nonprofit Integrity Act/Audit Committee

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or chief

executive officer or the Treasurer or chief financial officer (if any). If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) Make recommendations to the Board on the hiring and firing of the CPA;
- (b) Confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- (c) Approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- (d) If requested by the Board, negotiate the CPA's compensation on behalf of the Board.

8.6. Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

9. OFFICERS

9.1. Officers

The officers of the Corporation ("Officers") shall be a President, Vice President, a Secretary, and a Treasurer. Other than the President, these persons may, but need not be, selected from among the Directors. The Board shall have the power to designate additional Officers, who also need not be Directors, with such duties, powers, titles and privileges as the Board may fix, including such Officers as may be appointed in accordance with Section 9.6.5. Any number of offices may be held by the same person, except that the Secretary, the Treasurer may not serve concurrently as the President.

9.2. Election of Officers

The Officers, except those appointed in accordance with Section 9.6.5, shall be elected by the Board for a term of one (1) year, at the first Board meeting following the annual membership vote for the election of the new Board members, and each shall serve at the discretion of the Board until his or her successor shall be elected, or

his or her earlier resignation or removal. Officers may be elected for any number of consecutive terms.

9.3. Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

9.4. Resignation of Officers

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

9.5. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Section 9.6.5, such vacancy shall be filled temporarily by appointment by the President, or if none, by the Vice President, and the appointee shall remain in office until the next regular meeting of the Board. Thereafter, the position can be filled only by action of the Board.

9.6. Responsibilities of Officers

9.6.1. President

The president of the Corporation (the "President") shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board or prescribed by these Bylaws.

9.6.2. Vice President

The vice president of the Corporation (the "Vice President") shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

9.6.3. Secretary

The secretary of the Corporation (the "Secretary") shall attend to the following:

9.6.3.1. Bylaws

The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.

9.6.3.2. Minutes

The Secretary shall keep or cause to be kept a minutes as described in Section 12.1.

9.6.3.3. Notices

The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

9.6.3.4. Corporate Records

Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minutes.

9.6.3.5. Corporate Seal and Other Duties

The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

9.6.4. Treasurer

The treasurer of the Corporation (the "Treasurer") shall attend to the following:

9.6.4.1. Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

9.6.4.2. Financial Reports

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any reports.

9.6.4.3. Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the

Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

9.6.4.4. Bond

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

9.6.5. Additional Officers

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

9.7. Compensation of Officers

9.7.1. Salaries Fixed by Board

The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board or by the person or Committee to whom the Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of Section 7.15. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation as an Officer.

9.7.2. Fairness of Compensation

The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the president, chief executive officer, treasurer, or chief financial officer (i) once such person is hired, (ii) upon any extension

or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

10. CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

10.1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

10.2. Definition

(a) Interested Person

Any director, principal officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 10.3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

10.3. Conflict of Interest Avoidance Procedures

(a) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Board president or committee chairperson shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

10.4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing Board and all committees with Board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

10.5. Compensation Approval Policies

A voting member of the governing Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- (a) The terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation.
- (b) All members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. Is not the person who is the subject of compensation arrangement, or a family member of such person;
 - 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement;
 - 3. Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement;
 - 4. Has no material financial interest affected by the compensation arrangement; and
 - 5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.
- (c) The Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources;
 - 2. The availability of similar services in the geographic area of this organization;
 - 3. Current compensation surveys compiled by independent firms; and
 - 4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
1. The terms of the compensation arrangement and the date it was approved.
 2. The members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member.
 3. The comparability data obtained and relied upon and how the data was obtained.
 4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination.
 5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting.
 6. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
 7. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by

the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

10.6. Annual Statements

Each director, principal officer, and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

10.7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

10.8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 10.7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

11. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

11.1. Definitions

For purpose of this Article 11,

11.1.1. "Agent"

Means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;

11.1.2. "Proceeding"

Means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

11.1.3. "Expenses"

includes, without limitation, all attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 11.

11.2. Applicability of Indemnification Provisions

11.2.1. Successful Defense by Agent

To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 11, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

11.2.2. Settlement or Unsuccessful Defense by Agent

If an Agent either settles any proceeding referred to in this Article 11, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 11.3 through Section 11.6 shall determine whether the Agent is entitled to indemnification.

11.3. Actions Brought by Persons Other than the Corporation

This Section 11.3 applies to any proceeding other than an action "by or on behalf of the corporation" as defined in Section 11.4. Such proceedings that are not brought

by or on behalf of the Corporation are referred to in this Section 11.3 as "Third Party proceedings."

11.3.1. Scope of Indemnification in Third Party Proceedings

Subject to the required findings to be made pursuant to Section 11.3.2, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

11.3.2. Required Standard of Conduct for Indemnification in Third Party Proceedings

Any indemnification granted to an Agent in Section 11.3.1 above is conditioned on the following. The Board must determine, in the manner provided in Section 11.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of "nolo contendere" or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

11.4. Action Brought By or On Behalf Of the Corporation

This Section 11.4 applies to any proceeding brought (i) by or in the right of the Corporation, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding "by or on behalf of the Corporation").

11.4.1. Scope of Indemnification in Proceeding By or On Behalf Of the Corporation

Subject to the required findings to be made pursuant to Section 11.4.2, and except as provided in Sections 11.4.3 and 11.4.4, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

11.4.2. Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the Corporation

Any indemnification granted to an Agent in Section 11.4.1 is conditioned on the following. The Board must determine, in the manner provided in Section 11.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

11.4.3. Claims Settled Out of Court

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

11.4.4. Claims and Suits Awarded Against Agent

If any Agent is adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 11.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

- (a) The determination of good faith conduct required by Section 11.4.2 must be made in the manner provided for in Section 11.5; and
- (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

11.5. Determination of Agent's Good Faith Conduct

The indemnification granted to an Agent in Section 11.3 and Section 11.4 is conditioned on the findings required by those Sections being made by:

- (a) The Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) The court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or

other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

11.6. Limitations

No indemnification or advance shall be made under this Article 11, except as provided in Section 11.2.1 or Section 11.5(b), in any circumstances when it appears:

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

11.7. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 11.

11.8. Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article 11 shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

11.9. Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 11, against any liability asserted against or incurred by any 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 the liability under the provisions of this Article 11.

12. CORPORATE RECORDS, REPORTS AND SEAL

12.1. Minutes

The Corporation shall keep minutes in written or electronic form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v)

the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

12.2. Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

12.3. Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

12.4. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

12.5. Annual Report; Statement of Certain Transactions

The Board may cause an annual report to be sent to each Director within 120 days after the close of the Corporation's fiscal year containing the following information:

- (a) The assets and liabilities 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 this fiscal year;
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i)to which the Corporation, its parent, or its subsidiary was a party, (ii)which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii)in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 1. Any Director or Officer of the Corporation, its parent, or its subsidiary;

2. Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director.

12.6. Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

12.7. Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

13. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the 1st of January and end on the 31st of December in each calendar year.

14. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

14.1. Execution of Instruments

The Board, 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 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 monetarily for any purpose or in any amount.

14.2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board, 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 another Officer.

14.3. 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 may select.

14.4. Gifts

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

15. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

16. AMENDMENTS

16.1. Amendment by Directors

The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected without approval of the members.
- (c) No amendment may repeal, restrict, create, expand, or otherwise change members voting rights without approval of the members.

- (d) No amendment may increase the number of directors appointed by the Board rather than elected by the members without approval of the members.
- (e) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the directors by the incorporator of the Wine Country Curling Club, Inc., a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous consent, consent to, and hereby do, adopt the foregoing bylaws, consisting of [] pages, as the bylaws of this corporation.

Katie Feldman, President

Date

Laura Lunetta, Vice President

Date

Camren Spangler, Treasurer

Date

Robert Seyfried, Secretary

Date

Evan Tudor Elliott, Director at Large

Date

Anthony Kelly, Director at Large

Date

Jonathan Tegan, Director at Large

Date

Ryan Fox, Director at Large

Date

Brian Feldman, MoPac Representative

Date

Bob Kuhl, Past President

Date

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of Wine Country Curling Club, Inc., a California nonprofit public benefit corporation; that these Bylaws, consisting of 38 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on ; and adopted by the Membership on that these Bylaws have not been amended or modified since those dates.

Executed on _____ at _____, California.

Robert Seyfried
Secretary