



BYLAWS OF
THE OLD CITY CEMETERY COMMITTEE, INC.,
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1 - CORPORATE NAME

The name of the corporation is the OLD CITY CEMETERY COMMITTEE, INC. The corporation shall be referred to herein as the "Committee".

ARTICLE 2 - OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Committee for the transaction of its business is located in Sacramento, County, California.

SECTION 2. CHANGE OF ADDRESS

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

SECTION 3. OTHER OFFICES

The Committee may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

ARTICLE 3 - PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Committee shall be to:

- (1) Preserve all artifacts, records, monuments, headstones and grave markers for the benefit of all visitors;
- (2) Restore cemetery structures and any systems that support the structural integrity of the grounds;
- (3) Install such improvements to cemetery grounds as to create a safer, cleaner and more pleasing environment;
- (4) Enhance existing security measures and create new methods to ensure the cemetery artifacts and grounds will be protected.
- (5) Create an environment of beauty, utility and pleasure for all visitors;
- (6) Provide ongoing interpretative and educational programs for visitor edification and enjoyment; The primary location for accomplishing the above described objectives and purposes shall be the Historic City Cemetery of the City of Sacramento located at 10th and Broadway, Sacramento California. However, the Committee may

pursue such objectives and purposes and related activities that promote the inherent historical, educational, and cultural values associated with all California pioneer cemeteries; and

(7) Promote the use of the Cemetery consistent with its designation as a California Historical Landmark.

ARTICLE 4 - DIRECTORS

SECTION 1. NUMBER

The Committee shall have sixteen (16) initial directors and collectively they shall be known as the Founding Board of Directors. The founding directors:

Connie Bettencourt	Verna Ellis	Jane Lohmeyer-Howell	Rick Roberts
Louis Demas	Marilyn Fuqua	Dorothy Mills	Richard Sanchez
Marilyn Demas	Mory Holmes	Barbara Oliva	Suzanne Sanchez
Lois Dove	Robert LaPerriere	Sharon Patrician	Patricia Stanford

These founding directors serve for the period beginning with the adoption of these bylaws and up to and including June 30, 2005 unless such Founding Board of Directors are removed or relinquish their positions in accordance with the other provisions herein. The number of Founding Board of Directors may not be changed prior to June 30, 2005 except as provided herein.

The Directors shall serve as officers of the board, and Chairpersons of the following standing committees: (1) Restoration, (2) Tours and History, (3) Archives, (4) Adopt-A-Plot, (5) Historic Rose Garden, (6) Publications, (7) Finance (8), Membership, (9) Volunteer, and (10) Sales.

The number of directors may otherwise be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The Cemetery Manager of the City of Sacramento or his designee, shall be an ex officio non-voting Director of the Committee. The Board may designate retiring or continuously active Board member a Director Emeritus for specific terms. A Director Emeritus shall be an ex officio non-voting Director of the Committee.

SECTION 2. QUALIFICATIONS

Board members shall:

- Be a member in good standing of the OCCC and support the mission of the organization.
- Have a willingness to attend and participate in monthly Board meetings.
- Participate in Board and OCCC activities.
- Be willing to publicly represent the Board of the OCCC and its positions.

SECTION 3. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Committee, the activities and affairs of this Committee shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Committee, or by these Bylaws;

- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Committee;
- (c) Supervise all officers, agents and employees of the Committee to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Committee and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. TERMS OF OFFICE

The initial directors are selected as stated above. Beginning in 2004, the terms of directors shall be three (3) years except as otherwise provided in this section . Directors will be elected by a majority of the votes of members in good standing at the Committee's general membership meeting. At the regular meeting of the Directors in January of 2004, the terms directors then in office shall be determined by lot. The directors shall be divided into three classes as nearly equal numerically as may be possible. The term of one class of directors shall be for one (1) year, the second class shall be for two (2) years, and the remaining class for three (3) years.

SECTION 6. COMPENSATION

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not otherwise be compensated for rendering services to the Committee in any capacity.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at places provided by the board within the State of California which are designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is to be provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Committee;
- c) The Committee adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the Committee or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held monthly at a time and place set by the Directors. The directors may not change the date and time of regular meetings without first providing to the Directors actual notice at a regular meeting, or notice by mail in writing, 10 days in advance of the next regular meeting.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the first Vice President together with the Secretary, or by any one third of the directors, and such meetings shall be held at the place, within or

without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Committee.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon 7 days notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown on the books of the Committee. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

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

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

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

SECTION 13. QUORUM FOR MEETINGS

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

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 9 of this Article.

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

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Committee, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, the Vice-President of the Board or, in absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Committee shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings, including membership 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 Bylaws, with the Articles of Incorporation of this Committee, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

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

SECTION 17. VACANCIES

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

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

The Board of Directors may declare vacant the office of a director who has failed to attend three consecutive regular meetings.

If the Committee has less than fifty (50) members, directors may be removed without cause by a majority of all members, or, if the Committee has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Committee would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies created by the death, resignation or removal of a director, or otherwise, may be filled only by the majority of the Board members.

A person elected to fill a vacancy as provided by this Section shall hold office for the term of the director for whom the vacancy exists or until his or her death, resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

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

SECTION 19. INDEMNIFICATION BY COMMITTEE OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

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

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

SECTION 20. INSURANCE FOR CORPORATE AGENTS

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

SECTION 21. ADOPTION OF AN ANNUAL BUDGET

The Board of Directors shall adopt at their last regular meeting of each year for the following year a budget for the following calendar year. Expenditure of money by the Board shall not exceed any budget line item expenditure, except for emergencies, in an amount of ten per cent of the line item without specific authorization of the Board.

ARTICLE 5 - OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Committee shall be a President, a Vice-President, Treasurer, and a Secretary.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Only Directors may serve as an officer of this Committee. Officers must serve six (6) months on the Board prior to election to office. Officers shall be elected by the Directors at their first regular meeting following the annual general membership meeting in June. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. ADDITIONAL OFFICERS

Additional officers of the Committee shall be directors who are the Chairpersons of the following standing committees: (1) Restoration, (2) Tours and History, (3) Archives, (4) Adopt-A-Plot, (5) Heritage Rose Garden, (6) Publications, (7) Finance (8) Membership, (9) Volunteer, and (10) Sales.

SECTION 4. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. Such subordinate officers shall not be part of, or have the powers, of an Executive Committee.

SECTION 5. REMOVAL AND RESIGNATION

The Board of Directors may remove any officer with cause at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary of the Committee. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Committee.

SECTION 6. VACANCIES

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

SECTION 7. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Committee and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Committee and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Committee, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Committee, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall be an ex officio member of all committees.

SECTION 8. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 9. DUTIES OF SECRETARY

The Secretary shall:

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

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

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

Be custodian of the records and of the seal of the Committee, if a seal be adopted, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Committee under its seal is authorized by law or these Bylaws.

Keep at the principal office of the Committee a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Committee, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Committee.

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

SECTION 10. DUTIES OF TREASURER

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

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

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

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

Keep and maintain adequate and correct accounts of the Committee's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the Committee, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Committee. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Serve as a member of the Finance Committee.

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

SECTION 11. COMPENSATION

The officers shall serve without compensation. Officers may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as this Article.

SECTION 12. LIMITATION OF POWERS

The board may not enter into any agreement to borrow any money for any amount greater than \$1,000.00 without the approval of the Committee's general membership.

ARTICLE 6 – COMMITTEES

All meetings shall be open to OCCC members unless closed by the Board or Sub-committee; items distributed for discussion shall be made available to such visitors. However, upon the demonstration of just cause, the meetings may be closed upon a majority vote of the pertinent body and visitors may be excluded but only for such matters as closure for just cause was approved.

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors shall not have an Executive Committee.

SECTION 2. OTHER COMMITTEES

In addition to the standing committees, the Committee shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. The standing committees and additional committees shall act in an advisory capacity only to the board and shall be clearly titled as “advisory” committees. The Board shall also consist of the below listed advisory committees. The board shall elect individual directors to the below listed advisory committee necessary to perform the functions thereof. The Chairpersons of the standing committees must be directors, may be officers of the Committee and the Chairperson of more than one standing committee. The finances, including but not limited to donations and grants, of standing and other advisory committee shall be administered and controlled by the Directors.

STANDING COMMITTEES:

RESTORATION

The Restoration Committee shall assist in development of and administration of the restoration programs of the Historic City Cemetery of the City of Sacramento.

TOURS AND HISTORY COMMITTEE

The Tours and History Committee shall assist in development of and administration of the tours and history programs of the Historic City Cemetery of the City of Sacramento.

ARCHIVES COMMITTEE

The Archives Committee shall assist in development of and administration of the archives of the Historic City Cemetery of the City of Sacramento, including the City of Sacramento official records, assist the public in research of Cemetery records, assist in research for tours and publications, and general office management of the Archives.

ADOPT-A-PLOT COMMITTEE

The Adopt-A-Plot Committee shall assist in development of and administration of the Adopt-A-Plot program of the Historic City Cemetery of the City of Sacramento.

HERITAGE ROSE COMMITTEE

The Heritage Rose Garden shall assist in maintaining and developing the Heritage Rose Garden section of the Historic City Cemetery of the City of Sacramento.

PUBLICATIONS COMMITTEE

The Publications Committee shall assist in development of and administration of publications issued, distributed, or sold by the Committee and shall assist in the publication and distribution of the Committee’s newsletter.

FINANCE COMMITTEE

The Finance Committee shall: Draft and present a proposed annual budget to the Board prior to the Board's last general meeting occurring before the Committee's annual meeting; draft and present to the Board an annual Financial Statement at the time directed by the Board; manage at the direction of the Board, handling of investments, endowments and insurance; give preliminary approval of all demands for payments of bills and reimbursements of personal expenditures not exceeding \$500.00, make recommendations to the Board for payments over \$500, and manage the financial affairs according to rules and policies adopted by the Directors.

MEMBERSHIP COMMITTEE

The Membership Committee shall recommend activities for membership drives, assist in developing a volunteer base, and assist the Secretary in maintaining membership records.

VOLUNTEER COMMITTEE

The Volunteer Committee shall assist in development of and administration of the Volunteer programs of the Historic City Cemetery of the City of Sacramento including recruitment of volunteers and the staffing for Cemetery special events.

SALES COMMITTEE

The Sales Committee shall assist in development of and administration of the Committee sales of merchandise.

OTHER ADVISORY NON-STANDING COMMITTEES

NOMINATION COMMITTEE

A Nomination Committee shall be appointed annually at the February Board Meeting and shall submit nominees for election of Directors to the Committee no later than the regular March Board meeting of that year.

The Board may establish other sub-committees such as:

NATIVE PLANT COMMITTEE

The Native Plant Committee shall assist in maintaining and developing the use of California native plants in the Historic City Cemetery of the City of Sacramento.

WEBSITE COMMITTEE

The Website Committee shall assist in maintaining and developing the Committee's website.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

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

ARTICLE 7 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Committee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Committee, 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 Committee by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Committee shall be signed by the Treasurer and the President of the Committee or by another officer as permitted by the Board of Directors. The Board of Directors may also permit the Vice President and the Secretary of the Committee to countersign such checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Committee in the absence of the President or Treasurer.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

The Board of Directors may, but is not required to, accept on behalf of the Committee any contribution, gift, bequest, or devise for the charitable or public purposes of this Committee.

ARTICLE 8 - CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Committee shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; (d) A copy of the Committee's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Committee at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

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

SECTION 3. DIRECTORS' INSPECTION RIGHTS

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

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Committee, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the Committee, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) In order to protect the privacy of members, any member requesting such records must agree to protect the confidentiality of such information and execute a form approved by the board of directors for this purpose.
- (d) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Committee by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

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

SECTION 6. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than sixty (60) days after the close of the Committee's fiscal year to all directors of the Committee and, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Committee 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 Committee, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Committee, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Committee that such statements were prepared without audit from the books and records of the Committee. If this Committee receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this Committee shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This Committee shall mail or deliver to all directors and any and all members a statement within sixty (60) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the Committee was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any director or officer of the Committee (a mere common directorship shall not be considered a material financial interest); or

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

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

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

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

ARTICLE 9 - FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE COMMITTEE

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

ARTICLE 10 - AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows: (a) By approval of the members of this Committee.

ARTICLE 11 - AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

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

SECTION 2. CERTAIN AMENDMENTS

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

ARTICLE 12 - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS No member, director, officer, employee, or other person connected with this Committee, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Committee. All members, if any, of the Committee shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Committee, whether voluntarily or involuntarily, the assets of the Committee, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Committee and not otherwise.

ARTICLE 13 - MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The Committee shall have only classes of members as stated herein. No member shall hold more than one membership in the Committee. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this Committee, all memberships shall have the same rights, privileges, restrictions and conditions. The membership of the Committee shall consist of individuals who ascribe to the purpose, objectives and code of ethics of the Committee. The classes of membership shall be as defined in this Article.

SECTION 2. GENERAL MEMBERSHIP

General membership is open to individuals who ascribe to the purpose, objectives and code of ethics of the Committee.

The General member shall have the right to vote, hold any appointive and elective office, serve on committees, participate in activities and receive periodic information from the Committee based on individual application, approval, and payment of dues. A general member need not be a natural person. Each member shall have one vote. Only natural persons can hold any appointive and elective office or serve on committees.

SECTION 3. HONORARY MEMBERSHIP

Honorary membership is open to non-members who have served the Committee in an exceptional manner or capacity. It may be conferred at such time and under such circumstances as the Committee's Board of Directors shall determine. Such honorary membership may include: categories such as life member, sustaining member, etc.

Rights and privileges of Honorary membership shall include the right of participation in all Committee programs and activities and to attend regular or special meetings of the membership and participation in all committees as designated. Such rights and privileges shall not include voting privileges, holding any office, or serving on the nominating committee.

SECTION 4. APPLICATION FOR GENERAL MEMBERSHIP AND ACCEPTANCE TO MEMBERSHIP

All applicants for General membership shall complete and sign the form of application approved by the Committee and submit the application with requisite dues as designated by the Committee's Board of Directors and as required in Section 5 of this Article. Upon approval of the new member's application by the Director's, the applicant shall be deemed a member of the Committee effective the date of receipt of the application. The newly accepted member shall be entitled to all rights and privileges of membership in the Committee as they pertain to the class of membership admitted. The Directors shall have the right to reject membership in the requested class. In this event, the application and check shall be returned to the candidate. The candidate then may reapply under a different membership classification.

SECTION 5. FEES, DUES AND ASSESSMENTS

(a) No fee shall be charged for making application for membership in the Committee:

(b) The annual dues payable to the Committee by members shall be set by the Board at their initial meeting and thereafter at their last regular meeting of the year. Dues are not required for Associate or Honorary memberships.

(c) Memberships shall be non-assessable.

SECTION 6. NUMBER OF MEMBERS

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

SECTION 7. MEMBERSHIP BOOK

The Committee 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 Committee's principal office and shall be available for inspection by any director or member of the Committee during regular business hours.

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

SECTION 8. NONLIABILITY OF MEMBERS

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

SECTION 9. NONTRANSFERABILITY OF MEMBERSHIPS

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

SECTION 10. 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 Chairperson or the Secretary of the Committee 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 of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Committee.

(3) If this Committee 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 Committee. 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 Committee's records, setting forth the expulsion and the reasons therefor. 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 of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

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

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

SECTION 11. RIGHTS ON TERMINATION OF MEMBERSHIP

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

SECTION 12. 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 Committee would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 14 - MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

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

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually in each year for the purpose of electing directors, and transacting other business as may come before the meeting. The annual meetings shall be held in the month of June at a date, time and place set by the Board pursuant to written notice mailed 30 days prior to the meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

(a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors or the Chairperson of the Board. In addition, special meetings of the members for any lawful purpose may be called by twenty (20) percent or more of the members.

SECTION 4. MEMBERS ELIGIBILITY TO VOTE AT MEETINGS

Members are required to have paid their annual dues prior to voting at any annual, regular, or special meeting. Members who are delinquent in payment of dues or may satisfy such obligation and vote in such meetings if payment is made at any time prior to the commencement of such meetings. Member have the right to attend all meetings of the Board.

SECTION 5. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Committee not less than twenty-one nor more than sixty days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the Committee or given by the member to the Committee for the purpose of notice; or if no address appears or is given, at the place where the principal office of the Committee is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or other means of written communication, such as email.

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

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

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph

(f) of this section, the waiver of notice or consent shall state the general nature of the proposal. (f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

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

SECTION 6. QUORUM FOR MEETINGS

A quorum shall consist of twenty (20) per cent of the voting members of the Committee. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote the meeting. A meeting shall not be adjourned for more than forty-five (45) days. Notwithstanding any other provision of this Article, if this Committee authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

SECTION 7. MAJORITY ACTION AS MEMBERSHIP ACTION

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

SECTION 8. VOTING RIGHTS

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

SECTION 9. PROXY VOTING

Members entitled to vote by proxy. Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the Committee, provided, however, that no proxy shall be valid after three (3) months from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law. Voting by proxy is allowed only for specific purposes on matters not subject to debate. In the case of a proxy given to vote for the election of directors, it shall list those persons who were nominees the time the notice of the vote for election of directors was given to the members. In any election of directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

If membership voting by proxy is allowed, proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith. Proxy voting is permitted only to obtain a quorum. If sufficient members of the Committee is present, proxy votes may not be counted.

SECTION 10. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the Board, or, if there is no President, by the Vice-President of the Board or, in the absence of all of these persons, by or in the absence of all these persons, a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the Board shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Committee, or with any provision of law.

SECTION 11. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

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

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

Directors shall be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the Committee or its deposit in the mail, whichever occurs first.

SECTION 12. REASONABLE NOMINATION AND ELECTION PROCEDURES

This Committee shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the Committee, and shall include:

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

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the Committee shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the Committee within five (5) business days after the request allows the nominee, at the Committee's option, the right to do either of the following:

1. inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the Committee, which demand shall state the purpose for which the inspection rights are requested; or
2. obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled. If the Committee distributes any written election material soliciting votes for any nominee for director at the Committee's expense, it shall make available, at the Committee's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

However, if the Committee has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

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

SECTION 13. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 14. RECORD DATE FOR MEETINGS

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

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the OLD CITY CEMETERY COMMITTEE, INC, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of twenty-two (22) pages, as the Bylaws of this Committee. Dated:

, Director

, Director

, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Committee named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Committee on the date set forth below.

Amended: June 2007

Lynda Walls,

Chair, By-Laws Committee

