

BYLAWS
OF The
CLAN STRACHAN SCOTTISH HERITAGE SOCIETY, INC.



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ARTICLE I - NAME AND PURPOSE

SECTION 1. Name.

The name of the organization shall be CLAN STRACHAN SCOTTISH HERITAGE SOCIETY, INC. It shall be a nonprofit organization incorporated under the laws of the state of CALIFORNIA.

SECTION 2. Purpose.

The Corporation is organized for exclusively charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, the Corporation will encourage education, the collection and preservation of records, traditions and historical material related to the history of the Gaelic-Scottish culture wherever located; provide instruction on Genealogical research techniques; perform such charitable work as is compatible with the aims and objectives of Clan Strachan Scottish Heritage Society, Inc.; to invest in any property worldwide that has relevance to the needs and objectives of the Society; and to engage in any other lawful activities permitted under the California Non-Profit Public Benefit Corporation Law and Section 501(c)(3) of the Internal Revenue Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this Corporation being formed for those public and charitable purposes only.

ARTICLE II - OFFICES

The principal office of the Corporation in the State of CALIFORNIA, shall be located in the County of RIVERSIDE. The Corporation may have such other offices, either within or without the State of CALIFORNIA, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III - MEMBERSHIP

SECTION 1. Classes of Members.

The membership of the Corporation fall within the following classes of membership:

- a) General Members,
- b) Honorary Members,
- c) Board of Directors Members'
- d) Founding Emeritus Directors.

SECTION 2. Election of members of the Corporation.

Every person interested in becoming a member of the Corporation shall .
Membership dues are subject to change per majority vote from the Board of Directors.

A. General Members.

Members in good standing shall be entitled to vote on issues brought before the Corporation by the Board of Directors for ratification, and shall be entitled to vote at the Annual General Meeting. Such issues shall be decided by simple majority affirmations.

i. Family Membership. In an effort to promote family genealogy, and heritage; All member applications shall include a section for spouse. If a General Member is married or becomes married, their spouse shall receive automatic membership in the Society free of charge. Both husband and wife shall receive separate and individual member benefits and voting privileges.

B. Honorary Members.

Honorary Membership is a free membership in the Corporation. It may be provided to individuals or organizations by unanimous approval of the Board of Directors. Honorary members have full member benefits and voting rights. Examples of situations in which Honorary membership might be granted:

- a. Member for 5 or more years, who are now over the age of 62.
- b. Other Scottish-Gaelic organizations; organizations that are closely associated with the Corporation; or other organizations that can advance the goals and objectives of the Corporation.
- c. Individuals whose efforts have significantly advanced the goals and objectives of the Corporation.
- d. Any other reason so deemed by the Board of Directors.

The Directors shall have the right to change membership dues, voting rights, and any other means of participation for Honorary Members.

C. Members of the Board of Directors.

Primary governance of the organization will rest with the Board of Directors, whose members shall have the right to vote on all issues before them. From time to time, for the purpose of unity and clarity, matters passed by the Board of Directors may, at the Board's discretion, be brought before the general membership for ratification (See A. above). In such circumstances, a special organizational business meeting will be either called, by voice or written instrument, with a minimum notice of five business days.

D. Founding Emeritus Directors.

Founding Emeritus Directors shall be granted to the Founding President, and Founding Vice President (the "founding members"). Emeritus status does not become active until founding members retire from active service in the Corporation. Founding members must pay dues unless they have previously paid for Life Membership or have received Honorary Member status. They receive full Member benefits, full voting rights, and shall for their lifetime have an honorary place on the Corporation's Board of Directors, with full voting capability and may at their leisure fully participate in any Board of Director meetings.

E. Clan Roll Call.

The Corporation shall maintain a Clan Roll Call that consist of an opt-in listing of all persons interested in learning more about the Scottish-Gaelic culture, history, and heraldry; but who are non-members of the corporation. Subsequently, they have no voting rights, and no member benefits. Members of the Clan Roll Call are provided email newsletters, and other pertinent and associated email communication. This listing may be terminated at anytime by the majority consent of the Board of Directors.

SECTION 4. Termination of Membership.

Any member of the Corporation may terminate their own membership by filing a written resignation with the secretary. Membership of any member shall cease on the happening of any of the following events:

- (a) The member's death or resignation.
- (b) The failure of the member to pay (his or her) dues assessments within 30 days after notice of the same.
- (c) The failure of the member to actively participate in the activities of the Society excluding cases of illness, temporary relocation and any other exception approved by the Board of Directors.
- (d) At the discretion of and upon a vote by the Directors.

No removal may be done unless in good faith and in a fair and reasonable manner. In the case of subdivisions (b), (c) or (d) of this section, the member shall be notified at least 15 days prior to being removed from the membership list, of the fact that he or she will be removed as a member and the reasons therefore. If the member does not pay the dues or otherwise contact the Corporation within 10 days of the notice to protest the removal, the member shall be removed from the membership list. If the member timely files a protest, the member shall be given an additional 5 days to present a written explanation/objection for presentation to the Directors who shall consider the written explanation/objection prior to making a final decision on whether or not the member shall be removed.

SECTION 6. Reinstatement of Membership.

Any individual that has resigned and is requesting membership with the Corporation may do so in writing. Those individuals who have had their membership terminated (voluntary or un-voluntary) may write a letter requesting to be reinstated to be approved by the Board of Directors. Any member dues in arrears must be paid in full, unless waived by a majority vote of the Board of Directors.

SECTION 7. Transfer of Membership.

Membership in the Corporation is neither transferable nor assignable.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. General Powers.

The business and affairs of the Corporation shall be managed by its Board of Directors.

1.1 The 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 arising under the California Non-Profit Public Benefit Corporation Law. [Corp C §§ 5230 et seq.]

SECTION 2. Size and Terms.

The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than (3).

A. Officer Directors

Officers are the President, Vice President, Secretary, and Treasurer; and shall have a reserved position on the Board of Directors for the term of their elected office. The President shall serve as Chairmen of the Board.

B. Subordinate Officer Directors

Subordinate Officers, if so appointed by the Board of Directors, shall serve a concurrent term as Director equal to the balance of their current term as a Subordinate Officer. At the end of their term, he/she must be re-confirmed by the Board of Directors by majority vote as Director, and then must be elected by majority vote of the Membership at the Annual General Meeting (AGM) as a Director of the Corporation for another appropriate term. Position as a Director will terminate if Director is removed (voluntarily or involuntarily) from office as a Subordinate Officer of the Corporation. (Ref Article V, Sections 9, 10)

C. Non-Associated Directors

Non-Officer and Non-Subordinate Officer Directors (herein "Non-Associated Directors") must be appointed by, and shall serve at the pleasure of, the Board of Directors, and shall serve a two (2) year term. Non-Associated Directors, at the end of their term, must be re-confirmed by the Board of Directors as a Director by majority vote, and then must be elected by majority vote of the Membership at the Annual General Meeting (AGM) as a Director of the Corporation for another two (2) year term.

D. General Conditions

Any Director may be duly removed as prescribed in Article V. Each Director must be reelected at the Annual General Meeting (AGM). Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

SECTION 3. Annual General Meeting (AGM).

The regular annual meeting of the members, and Board of Directors shall be held at the Ventura Seaside Highland Games in Ventura, CA on or about the second (2nd) weekend of October of each year. The Directors may designate a different time, date, or location, in which case notice must be given in the manner specified for Section 5 below. At the AGM, the members shall consider reports of the affairs of the Corporation, and transact other business as may properly be brought before the meeting, including but not limited to

the election of Directors of the Corporation to serve for the ensuing term and until their successors are elected and qualified.

For members unable to attend the AGM, but who wish to vote on certain matters, the Corporation will make a reasonable effort to allow members to participate via electronic or other means. The Board of Directors may provide the time and place for the holding of additional regular meetings with notice as described in Section 5.

SECTION 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice.

Notice of any meeting shall be given at least two weeks previous thereto by written notice delivered personally, mailed to each director at his business address, or by electronic mail. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum.

A majority of the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships, etc. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Action Without a Meeting.

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

SECTION 9. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the remaining term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the Directors.

SECTION 10. Compensation.

No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

SECTION 11. Presumption of Assent.

A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to director who voted in favor of such action.

SECTION 12. Removal of Director

A Director may be removed from office if any of the following has been found to have occurred:

- (a) The Director misses three (3) or more consecutive board meetings or two (2) meetings in a calendar year without cause. In order to establish a quorum at meetings, it is imperative Directors make best efforts to attend.
- (b) A conflict of interest is found to exist between the Director and the Corporation.
- (c) The Director is found to have engaged in activities that are directly contrary to the interests of the Corporation.
- (d) The Director is found to be engaged in the misrepresentation of the Corporation and its policies to outside third parties, either willfully, or on a repeated basis.
- (e) A majority of Board of Directors who meet the qualifications set forth in Section 4.4 determine that the Director has not continued to meet these qualifications.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board of Directors. Removal must be by a majority vote of all the Directors.

SECTION 13. Participation in Meetings by Electronic Means

Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the

Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the Corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

Section 14. Right of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the Corporation of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

ARTICLE V - OFFICERS

SECTION 1. Number of Officers.

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer; all of whom shall be elected by the Membership of the Corporation at the Annual General Meeting (AGM). Such other officers and subordinate officers as may be deemed necessary may be elected or appointed by the Board of Directors. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

SECTION 2. Election and Term of Officers.

The Officers of the Corporation to be elected by the Members of the Corporation every two (2) years at the Annual General Meeting (AGM). If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal.

Any officer, agent, or director may be removed by a unanimous vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President.

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general

supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board of Directors, unless there is a Chairman of the Board in which case the Chairman shall preside. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President

In the absence or disability of the President, 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 other duties as from time to time may be prescribed for him/her respectively by the Directors or the Bylaws. The Vice President shall coordinate the Corporation's presents at various Scottish-Gaelic heritage, historical, or cultural events.

SECTION 7. Secretary.

The Secretary shall: (a) Keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) Keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and (e) In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Treasurer

The Treasurer shall be chosen and reaffirmed annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

The Treasurer shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Directors, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the Corporation, and

shall have other powers and perform other duties as may be prescribed by the Directors.

The Treasurer shall serve as the Chairman of the Budget committee and prepare an annual budget, which must be approved by the board of Directors.

The Treasurer must provide an annual financial statement which shall be published in the password protected Members Only section of the Corporate website. The financial statement shall be published no later than three (3) months after the fiscal year end.

To ensure financial control, the President and Vice President of the Corporation shall be signers on all bank accounts, while the Treasurer reconciles bank statements, and other accounts. Anyone who holds the office of Treasurer may not have signing authority on any Corporate bank accounts.

The Treasurer must be of good moral character, must maintain good standing in the Society and must not be guilty of any felony or of any crime of moral turpitude.

SECTION 9. Subordinate Officers

The Directors may appoint subordinate officers as the business of the Corporation may require, each of whom shall hold office for a period of two (2) years (except Regional Commissioners, Ref. SECTION 10 below). Subordinate Officers shall have the authority, and perform the duties as are provided in the Bylaws or as the Board of Directors may from time to time determine. Subordinate officers may include but are not limited to; Newsletter editor, Webmaster, Corporate Counsel and others that may be necessary to achieve the goals of the Corporation.

SECTION 10. Regional Commissioners

Regional Commissioners are a sub-category of Subordinate Officers, and are subsequently eligible for appointment to the Board of Directors. They shall be chosen and confirmed annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each Regional Commissioner shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified. Regional Commissioners shall attend and participate in at least one Scottish cultural, heritage, or heraldic event per year, and must provide a report annually at the AGM. They are encouraged to contact others in their area (via Clan Directory), and build fellowship among members in an educational, cultural, or heritage setting of their choosing. Inactivity is grounds for removal from office. Each Regional Commissioner must be reaffirmed or removed by majority vote of the Board of Directors annually.

SECTION 11. Availability of Office

All available Subordinate Officer positions must be posted first to the General Membership of the Corporation for a period of 30 days. All internal candidates shall receive priority consideration prior to selecting candidates outside the organization.

ARTICLE VI - INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI

ARTICLE VII - CONFLICTS OF INTEREST

SECTION 1. Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt Organization'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 Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

SECTION 2. Definitions.

2.1 Interested Person.

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (b) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the

Organization 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 3.2, 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.

SECTION 3. Nepotism.

No two or more serving Directors, Officers, or any member of a committee with governing board delegated powers shall be related by consanguinity, including marriage, within the degree of first cousin to any peer or subordinate.

SECTION 4. Procedures.

4.1 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 governing board delegated powers considering the proposed transaction or arrangement.

4.2 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 governing 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.

4.3 Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the governing 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.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization 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.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

4.4 Violations of the Conflicts of Interest Policy.

(a) 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.

(b) 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.

SECTION 5. Records of the Proceedings.

The minutes 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 is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists. (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.

SECTION 6. Compensation.

- 6.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member's compensation.
- 6.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- 6.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- 6.4 None of our Board of Directors will be salaried, and will not be related to other personnel or to parties providing services. In addition, all future compensation decisions will be made by the Board of Directors.

Further, any future compensation paid will be reasonable and will be based on the following factors: (a) the type and amount and type of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual is spending in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of our organization, and (f) the need of our organization for the services of the particular individual

SECTION 7. Annual Statements & Confirmation of Understanding

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, has agreed to comply with the policy, and (d) understands the Organization 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.

SECTION 8. Periodic Reviews.

To ensure the Organization 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; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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.

SECTION 9. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 7, the Organization 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.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, 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.

SECTION 2. Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX - FISCAL YEAR

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

ARTICLE X - CORPORATE SEAL

The Board of Directors may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words, "Corporate Seal".

ARTICLE XI - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the Board of Directors. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Non-Profit Corporation Law [Corp C §§ 5000 et seq.] and in the California Non-Profit Public Benefit Corporation Law [Corp C §§ 5110 et seq.] shall govern the construction of these Bylaws.

ARTICLE VIII. DISSOLUTION

On dissolution of this Corporation, the Directors shall cause the Corporation's assets to be distributed to another Corporation with purposes similar to that identified in the Articles of Incorporation, and Article 1, Section 2 of these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of the Corporation hereby certify that the above Bylaws consisting of seventeen (17) pages were adopted as the Bylaws of this Corporation pursuant to the unanimous vote of the Directors in a regularly called meeting, effective July 8, 2008.

IN WITNESS WHEREOF, I have set my hand this July 5, 2008.



Secretary