

BYLAWS
POINT REYES BIRD OBSERVATORY
A California Nonprofit Public Benefit Corporation

As approved by the Board of Directors, March 7, 2006

I. PURPOSE

The purpose of this corporation is to conserve birds and other wildlife, and their respective ecosystems, through scientific research, education and other activities.

II. PRINCIPAL OFFICE

The principal office of this corporation shall be located in Petaluma, California or such other place as the Board of Directors may determine. Any change in the location of the principal office shall be noted by the Secretary on these bylaws opposite this section, unless such location shall have been changed by amendment of the bylaws. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct business.

III. MEMBERSHIP

A. Right to Vote.

Members in good standing shall have the right to vote, as set forth in these bylaws, on the election of directors, the disposition of all or substantially all of the assets of the corporation, any merger and its principal terms or any amendment of those terms, any election to dissolve the corporation and on any other matter which these bylaws require to be submitted to a vote of members. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Each member, regardless of class, shall be entitled to one vote on all matters submitted to a vote of members.

B. Dues and Fees.

Each member must pay, within the time and on the conditions set by the Board of Directors, the dues and fees fixed by the Board from time to time.

C. Good Standing.

Members who have paid the required dues and fees in accordance with these bylaws shall be members in good standing.

D. Termination of Membership.

A membership shall terminate on the occurrence of any of the following events:

1. Resignation or death of the member;
2. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; or
3. The member's failure to pay dues or fees as set by the Board within 90 days after they are due and payable.

E. Transfer of Memberships.

No membership or right arising from membership may be transferred by a member to any other person.

F. Meetings of Members.

1. Annual Meeting. An annual meeting of members shall be held on such date, at such time and place and on such notice as the Board of Directors shall determine. At such meeting directors shall be elected as provided in these bylaws and such other proper business as may come before the meeting shall be transacted.

2. Special Meetings.

a. The Board of Directors, the Chair of the Board of Directors, any five directors or five percent or more of the members may call a special meeting of the members for any lawful purpose at any time.

b. A special meeting called by any person entitled to call a meeting (other than the Board of Directors) shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the Chairman of the Board of Directors or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting shall be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least 35 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice.

3. Notice of Meetings.

a. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at the meeting. The notice shall specify the

place, date and time of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present to members for action. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

b. Approval by members of the following matters is valid only if the notice states the general nature of the proposal or proposals:

i. Removing a director without cause;

ii. Filling vacancies on the Board;

iii. Amending the Articles of Incorporation; or

iv. Electing to wind up and dissolve the corporation.

c. Notice of any meeting of members shall be in writing shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first class mail and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the last address given by the member to the corporation for purposes of notice.

4. Quorum. Ten percent of the voting power present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of members. Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of members present at the meeting.

5. Voting. Voting may be by voice or by ballot, except that any election of directors must be by ballot. Members may not cumulate votes for the election of directors.

6. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members.

7. Record Date.

a. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting or entitled to exercise any rights in any lawful action, the Board of

Directors shall fix, in advance, a record date. The record date so fixed for:

- i. sending notice of a meeting shall be no more than 90 days nor less than 10 days before the date of the meeting.;
- ii. voting at a meeting shall be no more than 60 days before the date of the meeting;
- iii. taking any other action shall be no more than 60 days before that action.

b. For purposes of these bylaws, a person holding membership at the close of business on the record date shall be a member of record.

8. Proxies.

a. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

b. Any form of proxy distributed to members of the corporation shall give the member an opportunity to specify a choice between approval or disapproval of each matter, and, subject to reasonable specified conditions, shall provide that when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that a member marks "withhold", or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

c. Any proxy covering matters for which a vote of members is required shall not be valid unless it sets forth the general nature of the matter to be voted on or, in an election of directors, the proxy lists the persons who have been nominated at the time the notice of the vote is given to members.

d. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. A valid proxy shall continue in full force and effect until either:

- i. it is revoked by the member executing it, before the vote is cast under that proxy (i) by a writing delivered to the corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by that member's personal attendance and voting at the meeting; or
- ii. written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted.

e. A proxy may not be irrevocable.

9. Adjournment and Notice of Adjourned Meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

IV. BOARD OF DIRECTORS

A. General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws that require approval of members, the corporation's activities and affairs shall be managed by or under the direction of a Board of Directors.

B. Specific Powers. Without prejudice to the general powers set forth in Section IV.A. of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all corporate officers, agents and employees; provide powers and duties for them as are consistent with the law, the articles of incorporation and these bylaws and fix their compensation.

2. Change the principal office from one location to another; cause the corporation to be qualified to do business in any state, territory or country and conduct its activities in or outside California.

3. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt.

C. Number of Directors. The Board of Directors shall consist of not less than 16 members nor more than 25 members, unless changed by amendment of these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board.

D. Restriction on Interested Persons as Directors. No more than 49% of the persons serving on the Board may be "interested persons". An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (b) any brother, sister, ancestor, descendant, spouse, domestic partner or person in a substantially similar relationship, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person.. Notwithstanding the foregoing, no violation of this paragraph shall affect the validity or enforceability of transactions entered into by the corporation.

E. Nominations for Election to the Board of Directors.

1. A nominating committee of the Board, which shall consist of at least three members, one of whom shall be the President and Chief Executive Officer, shall nominate qualified candidates for election to the Board at least 90 days before the date of any election of directors, which shall be promptly reported to the full Board. The notice of meeting required by these bylaws in connection with the election of directors shall contain a list of all candidates nominated by the committee.

2. Members representing two percent of the voting power may nominate candidates for directors by petition. The petition must be signed by those members within 11 months preceding the next time directors are to be elected, and delivered to an officer of the corporation. On timely receipt of the petition, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of the candidates chosen by the nominating committee.

3. When a meeting is held for the election of directors, any member present at the meeting in person or by proxy may place names in nomination.

4. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity to solicit votes and a reasonable opportunity for all members to choose among the nominees.

F. Election of Directors. Directors shall be elected at the annual meeting of members and shall hold office for the term for which elected and until a successor is elected and qualified.

G. Term of Office. Except as provided in these bylaws for filling vacancies which may occur during the unexpired term of directors, directors shall hold office for a term of three years and until their successors are elected and qualified. A director shall normally be limited to serving two consecutive three-year terms, plus any term of less than three years to which such director has been appointed or elected. After a period of one year following the expiration of a member's second consecutive three-year term as director, such member shall again be eligible for election to the Board. However, if the Nominating Committee determines that because of extraordinary circumstances it is desirable and in the best interests of the corporation that this restriction be waived, then a member may serve a single additional consecutive term.

H. Honorary Directors. Past Chairs of the Board whose terms of office as a director have expired shall automatically become honorary directors unless they advise the Chair of the Board that they do not wish to be so designated. Upon recommendation of the Nominating Committee, the Board may, in rare circumstances, appoint as honorary directors those past directors who have given exceptional service to the corporation. Honorary directors shall serve as such at the pleasure of the board. They may attend meetings of the Board, but shall not be entitled to vote thereat.

I. Vacancies on the Board of Directors. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal or resignation of any director, (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law, (c) the vote of the members of the corporation to remove one or more directors, (d) an increase in the authorized number of directors or (e) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

J. Resignation of Directors. Any director may resign by giving written notice to the Chair of the Board. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective. If a

director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

K. Removal of Directors.

1. Any director may be removed with or without cause by the vote of a majority of the members of the corporation at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal question are given as provided in Section III.F.3.b.
2. Any director who does not attend three successive meetings of the Board will automatically be removed without Board resolution unless: (1) the director requests a leave of absence for a limited period of time and the leave is approved by the Board at a special or regular meeting (if such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present), (2) the director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic procedure of this subsection, or (3) the Board by resolution of a majority of the Board members agrees that a director who has missed three successive meetings may be reinstated.

L. Filling Vacancies On The Board Of Directors.

1. Vacancies Filled by the Board. Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by approval of the Board.
2. Vacancies Filled by Members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the Board.

M. Meetings Of The Board Of Directors.

- 1. Place of Board Meetings.** Meetings of the Board shall be held at any place within or outside the state of California that has been designated by resolution of the Board or in the notice of the meeting.
- 2. Meetings by Telephone or Other Telecommunications Equipment.** Any Board meeting may be held by conference telephone, video screen communication or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if all of the following apply:
 - a. Each member participating in the meeting can communicate concurrently with all other members.

b. Each member is provided the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to, a specific action to be taken by the corporation; and

c. The Board has adopted and implemented a means of verifying both of the following: (a) that a person participating in the meeting is a director or other person entitled to participate in the Board meeting and (b) that all actions of or votes by the Board are taken or cast only by the directors and not by persons who are not directors.

3. Organizational and Other Meetings. Following each annual meeting of members, the Board shall hold a general meeting for purposes of organization, election of officers and the transaction of other business. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

4. Special Meetings

a. Authority to Call Special Meetings. Special meetings of the Board may be called at any time by the Chair of the Board or by any two directors.

b. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery, (b) first class mail, (c) telephone, including a voice messaging system either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, (d) facsimile, (e) e-mail or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records. Notices sent by first class mail shall be deposited in the mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone or electronic mail shall be delivered, telephoned or sent, respectively, at least 48 hours before the time of the meeting.

5. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial

interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

6. Waiver Of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers and consents shall be filed with the corporate records or made part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

7. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

8. Action without a Meeting. Any action which the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any Board member who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in the Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

N. Compensation And Reimbursement Of Directors. Except for the president and chief executive officer, directors shall not receive compensation for their services as directors or officers. Subject to such procedures and guidelines as may be approved by the Board from time to time, directors may be reimbursed for reasonable expenses incurred in connection with their services.

O. Committees Of The Board Of Directors.

1. Creation and Powers of Committees. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors, and except in the case of the audit committee, no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- a. Take any final action on any matter that under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all directors;
- b. Fill vacancies on the board or any committee of the Board;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- e. Create any other committees of the Board or appoint the members of committees of the Board; or
- f. Approve any contract or transaction to which the corporation is a party and in which one or more directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

2. Meetings and Action of Committees. Meetings and actions of committees the Board shall be governed by, held and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution, or, if none, by resolution of the committee. Minutes of each meeting shall be kept and filed with the corporate records. The Board may adopt rules for the governance of any committee so long as the rules are consistent with these bylaws. If the Board has not adopted such rules, the committee may do so.

V. OFFICERS

A. Offices Held. The officers of the corporation shall be a chair of the Board, a president and chief executive officer, a secretary and a chief financial officer. At the Board's discretion, the corporation may also have one or more vice chairs of the Board, one or more vice-presidents, one or more assistant secretaries, a treasurer and one or more assistant treasurers and such other officers as may be

appointed under Section V.C. below of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may concurrently serve as either the president and chief executive officer or the chair of the Board.

B. Election of Officers. The officers of this corporation, except any appointed under subsection C below, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

C. Appointment of Other Officers. The Board may appoint and authorize the chair of the Board, the president and chief executive officer, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

D. Removal of Officers. Without prejudice to the rights of any officer under an employment agreement, the Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer upon whom the Board confers the power of removal.

E. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights of the corporation under any contract to which the officer is a party.

F. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office; provided, however, that vacancies need not be filled on an annual basis.

G. Responsibilities of Officers.

1. Chair of the Board. The chair of the Board shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

2. Vice Chair of the Board. The vice chair of the Board, if any, shall perform the duties of the Chair of the Board in the absence of the chair of the Board and shall perform such other powers and duties as the Board may assign from time to time.

3. President and Chief Executive Officer. Subject to the control of the Board, the president and chief executive officer shall be the general manager of the corporation and shall supervise, direct and control the

corporation's activities, affairs and officers and shall have such other powers and duties as the Board or the bylaws may require. The president and chief executive officer shall be a non-voting member of the Board of Directors.

4. Vice Presidents. The vice presidents, if any, shall have such powers and perform such duties as the Board may require.

5. Secretary. The secretary shall: (i) keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, of committees of the Board and of members' meetings, (ii) keep or cause to be kept, at the corporation's principal California office, a copy of the articles of incorporation and bylaws, as amended to date, (iii) keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name and address. The secretary shall have such other powers and perform such other duties as the Board or the bylaws may require.

6. Chief Financial Officer. The chief financial officer shall: (i) keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions, (ii) send or cause to be sent to the members and directors such financial statements and reports as are required to be given by law, by these bylaws or by the Board, (iii) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, (iv) disburse the corporation's funds as the Board may order, (v) render to the executive director, chair of the Board and the Board when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation and (vi) have such other powers and perform such other duties as the Board or the bylaws may require.

VI. CONTRACTS WITH DIRECTORS AND OFFICERS

No director or officer of this corporation or any other corporation, firm, association or other entity in which one or more of this corporation's directors or officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless: (a) the material facts regarding that director's or officer's financial interest in such contract or transaction or regarding such common directorship or officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of interested directors; (c) before authorizing or approving the contract or transaction, the Board considers and in good faith decides after reasonable

investigation that the corporation could not obtain a more advantageous arrangement with reasonable efforts under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

VII. LOANS TO OFFICERS AND DIRECTORS

This corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that officer or director would be entitled to reimbursement for such expenses by the corporation.

VIII. INDEMNIFICATION

A. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding” as that term is used in that section, and including any action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this bylaw, shall have the meaning as in that section of the Corporations Code.

B. On written request to the Board by any person seeking indemnification under Corporations Code sections 5238(b) or 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct under Corporations Code sections 5238(b) or 5238(c) has been met and, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

IX. INSURANCE

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, to cover any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising from the officer’s, director’s, employee’s or agent’s status as such.

X. CORPORATE RECORDS AND REPORTS

A. Required Records. This corporation shall keep: (a) adequate and correct books and records of account; (b) written minutes of the proceedings of its members, board and committees of the Board; and (c) a record of each member's name and address.

B. Articles of Incorporation and Bylaws. The corporation shall keep at its principal California office a copy of the articles of incorporation and bylaws as amended to the current date.

XI. INSPECTION RIGHTS

A. Members' Right to Inspect.

1. Members' Names and Addresses.

a. Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to a member's interest as a member:

i. Inspect and copy the records containing members' names and addresses during usual business hours on five days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or,

ii. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names and addresses of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after demand is received or the date specified in the demand as the date as of which the list is to be compiled.

b. The corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in

writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

c. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

2. Accounting Records and Minutes.

On written demand on the corporation, any member may inspect, copy and make abstracts of the accounting books and records and the minutes of the proceedings of the members, the Board and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

3. Articles of Incorporation and Bylaws.

Copies of the articles of incorporation and bylaws shall be open to inspection by the members at all reasonable times during office hours.

D. Directors' Right to Inspect.

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

XII. REQUIRED REPORTS

A. Annual Report. The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. The report shall contain the following information, in appropriate detail:

1. The assets and liabilities of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities;
3. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
4. The corporation's expenses or disbursements for both general and restricted purposes;

5. Any other information required by these bylaws; and
6. An independent accountant's report.

B. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall, within 120 days of the end of the corporation's fiscal year, annually prepare and mail to each member and furnish to each director a statement of any transaction or indemnification of the following kind:

1. Any transaction (i) in which the corporation was a party, (ii) in which any director or officer of the corporation had a direct or indirect material financial interest and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000; or
2. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under these bylaws.

XIII. FISCAL YEAR

The fiscal year of the corporation shall commence on April 1 and end on March 31.

XIV. AMENDMENT OF BYLAWS

A. Subject to the limitations set forth in paragraph B below, the Board may adopt, amend or repeal bylaws unless doing so would adversely affect members' rights as to voting.

B. Without the approval of the members, the Board may not adopt, amend or repeal any bylaw which would:

1. Increase or extend the terms of directors;
2. Allow any director to hold office by designation or selection rather than by election by the members;
3. Increase the quorum for members' meetings;
4. Repeal, restrict, create, expand or otherwise change proxy rights; or
5. Authorize cumulative voting.

C. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members on recommendation of the Board of Directors. No

amendment may extend the term of a director beyond that for which the director was elected.

XV. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular and the term "person" includes both a legal entity and a natural person.