BYLAWS OF CUYAMACA WOODS FIRE SAFE COUNCIL
A California Public Benefit Corporation

ARTICLE 1

OFFICES

Section 1.1 NAME
This corporation will be known as Cuyamaca Woods Fire Safe Council, Inc. ("Corporation").

Section 1.2 PRINCIPAL OFFICE
The principal office of the Corporation will be located in the Cuyamaca Woods community of Julian, California. The initial address of the principal office of the Corporation will be as follows:

Cuyamaca Woods Fire Safe Council, Inc.
7227 Starlight Way
P.O. Box 544
Julian, CA 92036

Section 1.3 CHANGE OF ADDRESS
The county of the corporation'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 San Diego County.

ARTICLE 2

PURPOSE AND NONPROFIT STATUS

Section 2.1 OBJECTIVE AND PURPOSE
The primary objective and purpose of this Corporation will be to provide education, exchange information and foster fire prevention and fire safety within the Cuyamaca Woods community of Julian, California.

Section 2.2 NONPROFIT STATUS
This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

ARTICLE 3

DIRECTORS

Section 3.1 NUMBER
The corporation will not have fewer than five (5) nor more than fifteen (15) directors ("Directors") and collectively they will be known as the Board of Directors. The minimum and maximum numbers specified in this Section 3.1 may be changed by amendment of this Section 3.1.

Section 3.2 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 corporation, the activities and affairs of this Corporation will be conducted and all corporate powers will be exercised by or under the direction of the Board of Directors. The individual Directors will act only as members of the Board of Directors, and the individual Directors will have no power as such.

Section 3.3 ELECTIONS, TERMS OF OFFICE
a. Election. Except for the first Board of Directors, which will be elected by the incorporators, and except as provided in Section 3, Directors will be elected biannually at any regular or special Board of Directors meeting held for that purpose.
b. Term. Each Director will hold office for two (2) years, one half effective in even years and one

half effective in odd years, as specified in these Bylaws, and until his or her successor is elected and qualifies or the Board of Directors declares that a Director's position is vacant by reason of the death, resignation or removal of the Director.

Section 3.4 COMPENSATION
Directors will serve without compensation. However, they will be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

Section 3.5 RESTRICTION REGARDING INTERESTED DIRECTORS
Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:
(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise; or
(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person specified in subsection (a) of this Section.

Section 3.6 VACANCIES
Vacancies on the Board of Directors will 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 of the California Nonprofit Public Benefit Corporation Law. Any Director may resign effectively 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 corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General. Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director. If this corporation has members, however, vacancies created by the removal of a Director may be filled only by the approval of the members. The members, if any, of this corporation may elect a Director at any time to fill any vacancy not filled by the Directors. A person elected to fill a vacancy as provided by this Section will hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

Section 3.7 NON-LIABILITY OF DIRECTORS
The Directors will not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 3.8 INDEMNIFICATION BY CORPORATION 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 Corporation 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 Corporation, or has been successful in defense of any claim, issue or matter, therein, such person will 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 will be provided by this Corporation 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 3.9 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 Corporation (including a Director, officer, employee or other agent of the Corporation) 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 Corporation 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 3.10 PLACE OF MEETINGS
Meetings will be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or without the County of San Diego that has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the Corporation will be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

Section 3.11 REGULAR AND ANNUAL MEETINGS
Regular meetings of Directors will be held on the fourth Saturday of each month except for the months of November and December. The annual meeting will be held on the fourth Saturday of January. The incoming Board of Directors shall appoint, at its January meeting, a committee of two or more voting members to examine the Corporation's financial records and verify its cash balances. The incoming Treasurer shall be a member of the committee unless he/she has been involved with the collection or disbursement of monies during the period being reviewed. No person shall be on the committee who has been involved with the collection or disbursement of monies during the period being reviewed. The results of the financial review shall be presented to the Board of Directors no later than its March meeting.

Section 3.12 SPECIAL MEETINGS
Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the First Vice-President, then Second Vice-President, the Secretary, or by any two (2) Directors, and such meetings will 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 Corporation.

Section 3.13 NOTICE OF MEETINGS
Regular meetings of the Board may be held without notice. Special meetings of the Board will be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or fax or email. If sent by mail or fax or e-mail, the notice will be deemed to be delivered when sent. Such notices will be addressed to each Director at his or her address as shown on the books of the Corporation. Notices sent by first class mail shall be deposited in the US Mail at least 4 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 set for the meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the rime 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 will 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 3.14 CONTENTS OF NOTICE
Notice of meetings not herein dispensed with will specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 3.15 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS
The transactions of any meeting of the Board, however called and noticed or wherever held, are as

valid as though the meeting had been duly held 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 will be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.16 QUORUM FOR MEETINGS
A quorum will consist of a simple majority of Directors.
Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business will 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 will 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 will 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 10 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 Corporation.

Section 3.17 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 Corporation, 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 3.18 CONDUCT OF MEETINGS
Meetings of the Board of Directors will be presided over by the Chairman of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the First Vice-President, by the Second Vice-President of the corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation will act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer will appoint another person to act as Secretary of the Meeting. Meetings will be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are consistent with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

Section 3.19 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 will individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" will not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents will be filed with the minutes of the proceedings of the Board. Such action by written consent will 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 will state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the Directors to so act and such statements will be prima facie evidence of such authority.

ARTICLE 4

OFFICERS

Section 4.1 NUMBER OF OFFICERS

The officers of the Corporation will be a President, a Vice-President, a Secretary and a Treasurer. The Corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice- Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairman of the Board.

Section 4.2 QUALIFICATION, ELECTION AND TERM OF OFFICE

Any person may serve as officer of this Corporation. Officers will be elected by the Board of Directors, at any time, and each officer will hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until or her successor will be elected and qualified, whichever occurs first.

Section 4.3 SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem such and such officers will serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4.4 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation will 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 will not be necessary to make it effective. The above provisions of this Section will be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 4.5 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer will 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 Board will 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 will determine.

Section 4.6 DUTIES OF PRESIDENT

The President will be the Chief Executive Officer of the Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she will 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 Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she will preside at all meetings of the Board of Directors. If applicable, the President will 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 will, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 4.7 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 will perform all the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions on, the President. The Vice-President will 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 4.8 DUTIES OF SECRETARIES

The Secretaries will:

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

b. Keep or cause to be kept at the principal office of the Corporation 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.
c. See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.
d. Be custodian of the records and of the logo of the Corporation and see that the logo is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its logo is authorized by law or these Bylaws.
e. Keep or cause to be kept at the principal office of the Corporation 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 will record such fact in the membership book together with the date on which such membership ceased.
f. Exhibit or cause to be exhibited at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.
g. In general, performs or causes to be performed 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 Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 4.9 DUTIES OF THE TREASURER
Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer will also:
a. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as will be selected by the Board of Directors.
b. Receive, and give receipt for, or cause to give receipt for monies due and payable to the Corporation from any source whatsoever.
c. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
d. Keep or cause to be kept adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
e. Exhibit or cause to be exhibited at all reasonable times the books of account and financial records, to any Director of the corporation, or to his or her agent or attorney, upon request.
f. Render or cause to be rendered 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 Corporation.
g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
h. Prepare, or cause to be prepared, all required federal, state, and local government tax and reporting forms in a timely manner.
i. 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 Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 5

COMMITTEES
Section 5.1 EXECUTIVE COMMITTEE
The Board of Directors will constitute the Executive Committee.

Section 5.2 OTHER COMMITTEES
The Corporation will 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 These additional committees will act in an advisory capacity only to the Board and will be clearly titled as "advisory" committees.

Section 5.3 MEETINGS AND ACTION OF COMMITTEES
Meetings and action of committees will be governed 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 Board of Directors may also fix the time for special meetings of committees. 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 consistent with the provisions of these Bylaws.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS
Section 6.1 EXECUTIONS OF INSTRUMENTS
The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee will have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable momentarily for any purpose or in any amount.

Section 6.2 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 Corporation will be signed by the Treasurer and countersigned by the President of the Corporation.

Section 6.3 DEPOSITS
All funds of the Corporation will 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.

Section 6.4 GIFTS
The Board of Directors may accept on behalf of the Corporation any contribution, gifts, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 7

CORPORATE RECORDS AND REPORTS
Section 7.1 MAINTENANCE OF CORPORATE RECORDS
The Corporation will keep the following at its principal office:
a. Minutes of all meetings of Directors, committees of the Board and 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, 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 Corporation's Articles of Incorporation and Bylaws as amended to date, which will be open to inspection by the members of the Corporation at all reasonable times during office hours.

Section 7.2 CORPORATE LOGO
The Board of Directors may adopt, use, and at will alter, a corporate logo. Such logo will be kept at the principal office of the Corporation. Failure to affix the logo to corporate instruments, however, will not affect the validity of any such instrument.

Section 7.3 DIRECTORS' INSPECTION RIGHTS
Every Director will 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.

Section 7.4 MEMBERS' INSPECTION RIGHTS
If this Corporation has any members, then each and every member will 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 Corporation, which demand will state the purpose for which the inspection rights are requested.
b. To obtain from the Secretary of the Corporation, 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 the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand will state the purpose for which the list is requested. The membership list will be made available on or before the later of ten (l 0) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
c. 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 Corporation by the member, for a purpose reasonably related to such person's interests as a member.

Section 7.5 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 7.6 ANNUAL REPORTS
The Board will cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation and, if this Corporation has members, to any member who requests it in writing, which report will contain the following information in appropriate detail:
a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
b. The principal changes in assets and liabilities, including trust funds, during the fiscal year:
c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
d. The expenses or disbursements of the Corporation, for both unrestricted and restricted purposes, during the fiscal year;
e. Any information required by Section 7 of this Article.
The annual report will be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.
If this Corporation receives TWENTY-FIVE THOUSAND DOLLARS ($25,000), or more, in gross revenues or receipts during the fiscal year, this Corporation will 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.
As part of the annual report, the Corporation shall, within 120 days after the end of the Corporation’s fiscal year, annually prepare and mail or deliver to each director a statement of any transaction or indemnification of the following kind:
A. Any transaction in which the Corporation was a party; in which an interested person had a direct or indirect material financial interest; and which involved more than $500 or was one of several transactions with the same interested person involving, in the aggregate, more than $1000.
B. Any indemnification or advances aggregating more than $1000 paid during the previous fiscal year to any officer or director or directors of the Corporation, unless that indemnification was approved by the directors under California Corporation Code Section 5238(e)(2).

ARTICLE 8

FISCAL YEAR
Section 8.1 FISCAL YEAR OF THE CORPORATION

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

ARTICLE 9

AMENDMENT OF BYLAWS

Section 9.1 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. Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the Corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice-versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

b. By approval of the members, if any, of this Corporation.

ARTICLE 10

AMENDMENT OF ARTICLES

Section 10.1 AMENDMENT OF ARTICLES

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this Corporation.

Section 10.2 CERTAIN AMENDMENTS

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

ARTICLE 11

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 11.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee or other person connected with this Corporation, or any private individual, will receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision will not prevent payment to any such person or reasonable compensation for services performed for the Corporation in affecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; no such person or persons will be entitled to share in the distribution of, and will not receive, any of the corporate assets on a dissolution of the Corporation. All members, if any, of the corporation will be deemed to have expressly consented and agreed that on such dissolutions or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, will be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 12

MEMBERS

Section 12.1 DETERMINATION AND RIGHTS OF MEMBERS

General provisions:

a. The corporation will have only one class of members. No member will hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of

Incorporation or Bylaws of this Corporation, all memberships will have the same rights, privileges, restrictions and conditions.
b. Non-discrimination clause: Corporation will not discriminate on the basis of race, gender, religion, age, sexual orientation or national origin.
c. A voting member is someone who has attended at least two prior meetings and/or attends at least 50% of the meetings held during the prior twelve months.

Section 12.2 QUALIFICATIONS OF MEMBERS
The sole qualification for membership in this Corporation is approval by the Board of Directors in the manner set forth in Section 3 of this Article. Members of this Corporation can be both individuals and entities.

Section 12.3 FEES, DUES AND ASSESSMENTS
All members of this Corporation will periodically pay dues to this Corporation in an amount and manner to be determined by the Board of Directors.

Section 12.4 NUMBER OF MEMBERS
There is no limit on the number of members the Corporation may admit.

Section 12.5 MEMBERSHIP BOOK
The Corporation will keep a membership book containing the name and address of each member. Termination of the membership of any member will be recorded in the book, together with the date of termination of such membership. Such books will be kept at the Corporation's principal office and will be available for inspection by any Director or member of the Corporation during regular business hours. The record of names and addresses of the members of this Corporation will constitute the membership list of this Corporation and will 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 12.6 NONLIABILITY OF MEMBERS
A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 12.7 Section 12.8 NONTRANSFERABILITY OF MEMBERSHIPS
No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

Section 12.8 TERMINATION OF MEMBERSHIP
(a) Grounds for Termination:
The membership of a member will be subject to termination 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 Corporation.
(b) Procedure for Expulsion:
Following the determination that a member should be expelled under subparagraph (a) of this section the following procedure will be implemented:
1. A notice will be sent by first-class or registered mail to the last address of the member to be expelled as shown on the Corporation's records, setting forth the expulsion and the reasons. Such notice will be sent at least fifteen (15) days before the proposed effective date of the expulsion.
2. The member to be expelled will 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 will state the date, time, and place of the hearing on his or her proposed expulsion.
3. Following the hearing, the Board of Directors will decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board will be final.

Section 12.9 RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the Corporation will cease on termination of membership as provided in Section 9 of this Article.

Section 12.10 AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS
Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments will be affected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 13

MEETINGS OF MEMBERS
Section 13.1 PLACE OF MEETINGS
Meetings of members will be held at the principal office of the Corporation or at such other place or places within or without the County of San Diego as may be designated from time to time by resolution of the Board of Directors.

Section 13.2 ANNUAL AND OTHER REGULAR MEETINGS
The members will meet on the fourth Saturday of January in each year, at 9:30 a.m. for the purpose of electing Directors and transacting other business as may come before the meeting. Cumulative voting for the election of Directors will not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected will be elected. Each voting member will cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing Directors will be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

If the day fixed for the annual meeting or other regular meeting falls on a legal holiday, such meeting will be rescheduled by the Board of Directors.
Regular membership meetings will be held on the fourth Saturday of each month at 9:30 a. m. at the corporate office or at such place in the State of California and at such time designated and duly noticed by the Board of Directors.

Section 13.3 SPECIAL MEETINGS OF MEMBERS
Special meetings of the members will be called by the Board of Directors, the Chairperson of the Board, or the President of the Corporation; in addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

Section 13.4 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 will be given by the Secretary of the Corporation not less than ten (10) nor more than ninety (90) 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, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice will be given twenty (20) days before the meeting.
b. Manner of Giving Notice.
Notice of a members meeting or any report will 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 Corporation or given by the member to the Corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the Corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice will be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.
c. Contents of Notice.
Notice of a membership meeting will 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 will 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 will be submitted in writing, specifying the general nature of the business proposed to be transacted and will be delivered personally or sent by registered mail or by telegraph to the Chairperson of the Board, President, Vice-President or Secretary of the corporation. The officer receiving the request will 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 will be fixed by the Board and will not be less than thirty-five (35) or 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, will 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 will be filed with the corporate records or made a part of the minutes of the meeting. A 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 will 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 will 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 Corporation.

Section 13.5 QUORUM FOR MEETINGS

A quorum will consist of thirty percent (30%) of the voting members of the Corporation.

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 vote of a majority of the votes represented in person or by proxy at the meeting, but no other business will be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it will 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 will be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting will not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this corporation 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 13.6 MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at

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 Corporation, or these Bylaws requires a greater number.

Section 13.7 VOTING RIGHTS
Each member is entitled to one (1) vote on each matter submitted to a vote by the members. Voting at duly held meetings will be by voice vote. Election of Directors, however, will be by ballot.

Section 13.8 PROXY VOTING
Members entitled to vote will not be permitted to vote or act by proxy. No provision in this or other sections of these Bylaws referring to proxy voting will be construed to permit any member to vote or act by proxy.

Section 13.9 CONDUCT OF MEETINGS
Meetings of members will be presiding over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the Corporation or, in his or her absence, by the First or Second Vice-President of the Corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the Corporation will act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer will appoint another person to act as Secretary of the Meeting.
Meetings will be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are consistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with any provision of law.

Section 13.10 ACTION BY WRITTEN BALLOT WITHOUT A MEETING
Any action that may be taken at any regular or special meeting of members may be taken without a meeting if the Corporation distributes a written ballot to each member entitled to vote on the matter. The ballot will 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 will be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Corporation. Ballots will be mailed or delivered in the manner required for giving notice of meetings specified in Section 4 (b) of this Article.
All written ballots will also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, will 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 Corporation in order to be counted.
Approval of action by written ballot will 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 may be elected by written ballot. Such ballots for the election of Directors will 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 will 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 Corporation or its deposit in the mail, whichever occurs first.

Section 13.11 REASONABLE NOMINATION AND ELECTION PROCEDURES
This Corporation will make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures will be reasonable given the nature, size and operations of the corporation, and will 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 Corporation will, 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 will furnish and which is reasonably related to the election, unless the Corporation within five (5) business days after the request allows the nominee, at the Corporation'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 Corporation, which demand will 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 will state the purpose for which the list is requested and the membership list will 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 Corporation distributes any written election material soliciting votes for any nominee for Director at the corporation's expense, it will make available, at the Corporation'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.

Generally, any person who is qualified to be elected to the Board of Directors will be nominated at the annual meeting of members held for the purpose of electing Directors by any member present at the meeting in person or by proxy. However, if the Corporation 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 Corporation has five thousand (5,000) or more members, then this corporation in nominating and electing persons will follow the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law to the Board of Directors.

Section 13.12 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 will individually or collectively consent in writing to the action. The written consent or consents will be filed with the minutes of the proceedings of the members. The action by written consent will have the same force and effect as the unanimous vote of the members.

Section 13.13 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, will be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.