

BYLAWS OF  
PENINSULA SKATING CLUB, INC.  
(A California non-profit public benefit corporation)

DEFINITIONS

For the purposes of these Bylaws, the terms herein referred to shall have the following meanings:

1. The term "Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.
2. The term "Corporation" means Peninsula Skating Club, Inc, a California non-profit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law, unless from its context or use, it clearly has a different meaning.
3. The terms "Member of the Corporation" or "Membership of the Corporation" mean those individuals who meet the criteria established for membership in the corporation under Article 2 hereof and who maintain that membership in good standing.
4. The term "Officer" shall mean either the President, the Vice President, the Secretary, the Treasurer, or such other person appointed as an officer of the Corporation pursuant to Section 4.02 hereof.

**ARTICLE 1**  
**OFFICES**

Section 1.1 Principal Office. The principal office of the Corporation shall be located at 1500 South 10th St. in the City of San Jose, County of Santa Clara, State of California, or such other place as may be designated as the principal office by the Board of Directors. The Corporation also may have offices or branches at such other places, both within and without the State of California, 2.S the Board of Directors may determine from time to time or an the business of the corporation may require.

Section 1.2 Registered Office. The registered office of the Corporation shall be maintained in the State of California, and may be, but need not be, identical with the principal office in the State of California. The address of the registered office may be changed from time to time by the Board of Directors.

## **ARTICLE 2**

### **MEMBERS**

Section 2.1 Classes of Membership. The Corporation shall have such classes of membership as Established from time to time by the Board of Directors.

Section 2.2 Dues. The annual dues payable to the Corporation shall be in such amount as determined from time to time by the Board of Directors.

Section 2.3 Privileges of Membership. Members of the Corporation shall have such rights and privileges of membership as are established from time to time by the Board of Directors, by the Articles of Incorporation, by these Bylaws and by law. Membership in the Corporation is non-transferable and non-assignable.

Section 2.4 Termination and Suspension of Membership. The membership of any Member of the Corporation shall automatically cease upon his or her written request delivered to the President or upon his or her death. In addition, membership may be terminated or suspended by the Board of Directors for failing to pay dues or other indebtedness to the corporation or for engaging in conduct detrimental to the welfare of the Corporation or for violating the Articles of Incorporation, Bylaws, or rules and regulations of the corporation. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees or arising from contract or otherwise, and this section shall not diminish any right of the Corporation to enforce any such obligation or obtain damages for its breach. Involuntary termination and suspension of membership shall only occur after following the procedure set forth in Section 2.5 hereof.

Section 2.5 Procedure for Involuntary Termination and Suspension of Membership. The President may terminate or suspend a Member of the Corporation. The President must give at least fifteen (15) days prior written notice of the suspension or termination and must provide written reasons therefor. The Member of the Corporation to be terminated or suspended shall have the right to present evidence at a hearing before the Board of Directors not less than five (5) days prior to the effective date of the termination or suspension. The Board of Directors may after such hearing vote to sustain or overrule the decision of the President to terminate or suspend. The decision of the Board of Directors shall be written, shall be entered in the minutes of the Board, and shall provide the reasons for the Board's decision. The decision of the Board of Directors shall be final. Any notice required under this Section shall be given by any method reasonably calculated to provide actual notice, provided that in the event any notice is given

by mail it is given by first class or registered mail to the last known address of the involved Member of the Corporation shown on the corporate records.'

Section 2.6 Location of Meetings of Members. Meetings of Members of the Corporation may be held either within or without the State of California. All meetings of Members of the Corporation shall be held at such place and shall be determined by the Board of Directors. Members of the Corporation may participate in a meeting of the Members of the Corporation by means of conference telephone or similar communications equipment, provided that all participating members may hear one another contemporaneously. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 2.7 Annual Meetings. Annual meetings of the Members of the Corporation shall be held once annually on such date at such time and at such location as is determined by the Board of Directors but which date must be between May 1 and June 15 of each year. Each Members of the Corporation who on the record date of the meeting is entitled to vote thereat shall be given not less than ten (10) nor more than ninety (90) days' notice by first-class mail to their last known address, in person, or by telephone, email, telegram, or facsimile of an annual meeting. The purposes of the annual meeting shall include the transaction of any business as may properly come before the meeting. Notice of an annual meeting shall specify to the extent possible the business to be transacted or the purpose of the meeting and shall specify the date, time, and location of the meeting. Notice of the annual meeting shall also include a list of all nominees for director positions at the time the notice is given.

Section 2.8 Special Meetings. Special meetings of the Membership of the Corporation may be called by the Board of Directors, or the President upon the written request of five (5) percent of the Members of the Corporation, to be held not less than thirty-five (35) nor more than ninety (90) days after receipt of such request. Each Member of the Corporation shall be given at least ten (10) days ' notice by first-class mail, in person, or by telephone, email, or telegram of a special meeting. Notice of a special meeting shall specify the date, time, and location of the meeting and the general nature of the business to be transacted and no other business may be transacted.

Section 2.9 Waiver of Notice. Attendance of a Member of the Corporation at a meeting constitutes a waiver of notice of the meeting except where a Member of the Corporation attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Notice may also be waived in writing, either before or after the meeting. The written waiver of notice need not specify the place or purpose of the meeting. All such written

Waivers shall be filed with the corporate records or made a part of the meeting minutes.

Section 2.10 Voting. The Board of Directors shall determine the classes of Membership and the criteria for voting membership and the Board of Directors shall determine the rights, privileges, preferences, restrictions and conditions applicable to each class of membership, and there is no requirement that each class of membership have the same right, privileges, preferences, restrictions, and conditions. Each voting Member of the Corporation satisfying this criteria by the Board of Directors for voting membership shall be entitled to one vote. Voting by proxy shall not be permitted.

Section 2.11 Quorum and Valid Member Action. At all meetings of Members of the Corporation, five (5) percent of the total voting Members of the Corporation shall constitute a quorum for the transaction of business. Except as otherwise provided herein, in the Articles of Incorporation, or by law, the vote of the majority of the voting Members of the Corporation present at any meeting in which a quorum is present shall constitute the act of the Members of the Corporation. If a quorum shall not be present at any meeting of the Members of the Corporation, the Members of the Corporation present thereat may adjourn the meeting from time to time and to another place without notice other than announcement at the meeting, until a quorum shall be present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Members of the Corporation, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 2.12 Consent. Any action required or permitted to be taken by the Members of the Corporation may be taken without a meeting, if all members of the Corporation shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Members of the Corporation. The action by written consent shall have the same force and effect as the unanimous vote of the Members of the Corporation.

### **ARTICLE 3**

#### **DIRECTORS**

Section 3.1 Duties and Powers. The business and affairs of the Corporation shall be managed by the Board of Directors which shall have all such powers of the Corporation and shall do all such lawful acts and things as are permitted by law.

Section 3.2 Number and Composition. The Board of Directors shall consist of at least seven (7) And no more than eleven (11) persons elected in accordance with Article 6 hereof. Directors must be voting Members of the Corporation who have designated the Corporation as their "home club" under the

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applicable rules of the United States Figure Skating Association.

Section 3.3 Location of Meetings of Board of Directors. The Board of Directors may hold meetings either within or without the State of California. All meetings of the Board of Directors shall be held at such place as shall be determined by the Board of Directors. Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, provided that all participating directors may hear one another contemporaneously.

Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 3.4 Regular Meetings. Regular meetings of the Board of Directors shall be held each month or at such regular interval as determined by the Board of Directors, on such date and at such time as is determined by the Board of Directors. Each Director shall be given four (4) days' notice by first-class mail, or forty-eight (48) hours' notice either in person, or by telephone, telegram, or email of a regular meeting. The purposes of the regular meeting shall include the transaction of any business as may properly come before the meeting. Notice of a regular meeting shall specify to the extent possible the business to be transacted or the purpose of the meeting and shall specify the time and location of the meeting.

Section 3.5 Special Meetings. Special meetings of the Board may be called by the President alone, and shall be called by this President upon a written request of the majority of Directors then in office, to be held not more than fourteen (14) days after receipt of such request. Each Director shall be given four (4) days' notice by first-class mail or forty-eight (48) hours' notice either in person, or by telephone, telegram, or email of a special meeting. Notice of a special meeting need not specify the business to be transacted or the purpose of the meeting, but shall specify the time and location of the meeting.

Section 3.6 Waiver of Notice. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Notice may also be waived in writing, either before or after the meeting. The written waiver of notice need not specify the place or purpose of the meeting. All such written waivers shall be filed with the corporate records or made a part of the meeting minutes.

Section 3.7 Quorum and Valid Director Action. At all meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided herein, in the Articles of Incorporation, or by law, the vote of the majority of the

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Directors present at any meeting in which a quorum is present shall constitute the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the members present thereat may adjourn the meeting from time to time and to another place without notice other than announcement at the meeting, until a quorum shall be present. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3 .8 Written Consents. Any action required or permitted to be taken by vote at any meeting of the Board of Directors may be taken without a meeting, if, before or after action, all members of the Board consent to such action in writing. The written consent(s) shall be filed with the minutes of proceedings of the Board of Directors. Such consent(s) shall have the same force and effect as a unanimous vote of the Board.

Section 3.9. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours , notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment in the manner specified for delivery of notice in Section 1.4 hereof.

Section 3 .10 Term of Office. Each Director shall hold office for one-year term or until his or her successor is duly elected or appointed or until his or her resignation or removal. There shall be no limit on successive terms for Directors. Directors shall be elected in accordance with Article 6 hereof.

Section 3.11 Resignation. A Director may resign by written notice to the President. The resignation is effective upon its receipt by the President or at a future time as specified in the written notice of resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes affective in accordance with Section 3.14 hereof.

Section 3.12 Removal for Cause of Directors. If any Director shall be declared of unsound mind by a final order of court, or convicted of a felony, or shall be absent for three (3) or more meetings in any twelve (12) months, the Board may declare the office of such Director vacant.

Section 3.13 Removal without Cause. Any Director may be removed without cause only if such removal is approved by the voting Members of the Corporation.

Section 3.14 Vacancies. Vacancies, and newly created directorships resulting from any increase

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in the authorized number of Directors, shall be filled by the remaining members of the Board of Directors. Any Director so appointed shall hold office for the unexpired term of the vacant office, or until his or her successor is duly elected or appointed, or until his or her resignation or removal. The Members of the Corporation may elect a director at any time to fill any vacancy not filled by the directors.

Section 3.15 Compensation. No compensation shall be paid to a Director for his or her services to the Corporation as a Director; provided, however, that a Director may be reimbursed for actual expenses which are reasonable and necessary to the Director ' s performance of his or her duties as a Director. Nothing in this Section precludes a Director from receiving a fee for clerical or professional services on behalf of the Corporation which services are provided independent of that Director's duties as a Director of the Corporation.

## **ARTICLE 4**

### **OFFICERS**

Section 4.1 Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, and shall be elected in accordance with Article 6 hereof. They shall serve for one-year terms or until their successors are elected. No person shall hold simultaneously more than one office of the Corporation.

Section 4.2 Other Officers. The Board of Directors may, from time to time, appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4.3 Compensation. No compensation shall be paid to an Officer of the Corporation for his or her services to the Corporation as an officer; provided, however, that an officer may be reimbursed for actual expenses which are reasonable and necessary to the performance of the officer' s duties as an officer of the corporation. Nothing in this Section precludes an officer from receiving a fee for clerical or professional services on behalf of the Corporation, which services are provided independent of that officer's duties as an Officer of the Corporation.

Section 4.4 Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal, creation of new officerships, or otherwise, shall be filled by the remaining members. Of the Board of Directors. Any Officer so appointed shall hold office for the unexpired term of the vacant office, or until his or her successor in duly elected or appointed, or until his or her resignation or removal.

Section 4.5 Resignation. Any Officer of the Corporation other than the President may resign by

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written notice to the President. The resignation is effective upon its receipt by the President or at a subsequent date specified in the notice of resignation. The President may resign by written notice to the Board of Directors and the President's resignation is effective upon its receipt by the Board of Directors or at a subsequent date specified in the notice of resignation. If the resignation is effective at a future time, a Successor may be elected to take office when the resignation becomes effective.

Section 4.6 Duties of President. The President shall be the general manager and chief executive officer of the Corporation, and shall have general and active management of the business and affairs of the Corporation, subject to the control of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall sign or countersign documents and instruments on behalf of the corporation in the manner provided in section 10.1 hereof. The President shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 4.7 Duties of Vice President. The Vice President shall act under the direction of and be accountable to the President. The Vice President shall assist the President in the discharge of his duties. In the President's absence, the Vice President shall assume the duties of the President. The Vice President shall perform such other duties as the Board of Directors or President may from time-to-time prescribe.

Section 4.8 Duties of Secretary. The Secretary shall act under the direction of and be accountable to the President. The Secretary shall attend all meetings of the Board of Directors and record the proceedings. The Secretary shall perform like duties for committees when requested by the Board. The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors of the corporation, and shall perform such other duties as may be prescribed from time to time by the Board of Directors or President. The Secretary shall keep in safe custody the seal of the Corporation, if any, and when authorized by the President or the Board of Directors, cause it to be affixed to any instrument requiring it. The Secretary shall prepare and file all corporate reports and records required by law, sign or attest all instruments on behalf of the Corporation as the Secretary shall be authorized by law or the Board of Directors to do, and keep in safe custody all books and records of the Corporation. The Secretary shall sign any contract, loans, or other instrument in the manner provided in Section 10.1 hereof. The Secretary shall perform such other duties as the Board of Directors or President may from time to time prescribe.

Section 4.9 Duties of Treasurer. The Treasurer shall be the chief financial officer of the

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Corporation. The Treasurer shall act under the direction of and be accountable to the President. The Treasurer shall have charge of the funds of the Corporation and shall maintain a record of all receipts and disbursements. The Treasurer shall assure that full and accurate accounts of the corporate funds and securities are kept in books belonging to the Corporation and that all financial reports or returns required by the Board of Directors, by the State of California, by the United States, by any governmental agencies to which the Corporation is required to make returns, by these Bylaws, and by law are made. The Treasurer shall prepare a budget at the beginning of each fiscal year and shall prepare a statement of receipts and disbursements plus a financial statement of assets and liabilities at the end of the fiscal year. The Treasurer may affix or cause to be affixed the seal of the Corporation to documents requiring the seal. The Treasurer shall countersign all checks, drafts or demands for money, and notes as provided in section hereof. The Treasurer shall perform such other duties as the Board of Directors or President may From time to time prescribe.

Section 4.10 Customary Powers. To the extent the powers and duties of the several Officers are

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not provided from time to time by resolution, these Bylaws, or the directive of the Board of Directors, the

officers shall have all powers incident to their offices and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Corporation.

## ARTICLE COMMITTEES

Section 5.1 Establishment. The Board of Directors may, from time to time, by resolution, establish one or more committees as it deems appropriate. Each committees shall consist of two (2) or more of the Directors of the corporation, and any additional persons who are not Directors as the Board of Directors may select. The President shall be an ex officio member of all committees. The chairperson of each such committee shall be designated by the Board of Directors. Each such committee shall have such name as may be determined from time to time by resolution adopted by the Board of Directors.

Section 5.2 Powers and Duties of Committees. Each committee shall have and may exercise such powers as are prescribed in the resolution of the Board establishing such committee or these Bylaws, and shall have and may exercise such additional powers of the Board of Directors as are prescribed from

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time to time by resolution of the Board; provided, however, that no committee that is authorized by the Board to exercise any or all of the power or authority of the Board in the management of the business and affairs of the Corporation shall have as a voting member any person other than a Director of the Corporation and no committee of the Board shall have the power or authority to take any action which a committee is prohibited by law, the Articles of Incorporation, or these Bylaws from taking.

Section 5.3 Service on Committees. Each committee and each member thereof (other than the President as an ex officio member of all committees) shall serve at the pleasure of the Board of Directors. Appointment to committees shall be by majority vote of the Directors then in office. The Board may designate one or more Directors and alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee.

Section 5.4 Conduct of Committee Business. The quorum for the transaction of business by any committee shall be a majority of its members. Except as otherwise provided herein, in the Articles of Incorporation, by resolution of the Board of Directors, or by law, the vote of the majority of the committee members present at any meeting at which a quorum is present shall constitute the action of the committee. Any action required or permitted to be taken by vote at any meeting of a committee may be taken without a meeting if, before or after the action, all members of the committee consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the committee. Such consent shall have the same effect as a vote of the committee for all purposes. Each committee shall keep regular minutes of its meetings and report to the Board of Directors when requested. Each committee shall deliver regularly to the Secretary copies of its minutes and reports.

## **ARTICLE 6** **ELECTION OF OFFICERS AND DIRECTORS**

Section 6.1 Nominating Committee. At least sixty (60) days prior to the annual meeting of the Members of the Corporation, the President shall appoint three (3) voting Members of the Corporation to a Nominating Committee.

Section 6.2 Nominating Process. The Nominating Committee shall nominate candidates for membership on the Board of Directors as Directors and shall give written notice of their nominations to the Members of the corporation at least thirty (30) days prior to the annual meeting of the Membership of the Corporation. Any Member of the Corporation in good standing in attendance in person or by proxy at the

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annual meeting of the Members of the Corporation may nominate other qualified candidates for membership on the Board of Directors.

Section 6.3 Voting For Directors. Voting shall be as prescribed by the President in the notice of the annual meeting of the Membership of the Corporation, provided however that the candidates receiving the greatest number of votes for the position(s) to which they have been nominated shall be elected to that position.

Section 6.4 Voting for Directors. The officers of the corporation, as set forth in Article 4

Hereof, shall be elected by the Board of Directors within forty-eight (48) hours of the adjournment of the annual meeting of the Members of the Corporation. Voting shall be as determined by the Board of Directors

## **ARTICLE 7**

### **CONFLICT OF INTEREST**

Section 7.1 Quality of Interest. A qualified person shall not be prevented from serving on the Board because of a duality of interest except those persons who sell to the Corporation or its member's goods and/or services on a continuing and regular basis.

Section 7.2 Disclosure. Any duality of interest or possible conflict of interest on the part of any member of the Board should be disclosed to the other Directors and made a matter of record, either when the interest becomes a matter of Board action or as a part of a periodic procedure to be established by the Board.

Section 7.3 Voting. Any Director having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The minutes of the meeting should reflect that disclosure was made, that the interested Director abstained from voting, and that his or her presence was not counted in determining the quorum.

Section 7.4 Director May State Position. The foregoing requirements of this Article should not be construed as preventing a Director from stating his or her position on the matter, nor from answering pertinent questions of other Directors since his or her knowledge may be of great assistance.

Section 7.5 Duty of Good Faith. The Officers and Directors of the Corporation shall exercise the

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utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the corporation they shall be hold to a strict rule of honest and fair dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, in such a way that a conflict might arise between their own interest and that of the Corporation.

## **ARTICLE 8**

### **EXECUTION OF CONTRACTS AND FINANCIAL PROVISIONS**

Section 8.1 Conveyances and Contracts. The Board of Directors may authorize any Officer, agent or employee to enter into any contract or other instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. Except as provided in these Bylaws or as authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract for any purpose or for any amount.

Section 8.2 Reliance on Authority. Any persons dealing with the Corporation or its property in reliance upon any instrument executed in accordance with these Bylaws or duly certified corporate

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Resolutions shall be fully protected thereby, and shall be under no duty to inquire as to the authority of the persons executing such instrument.

Section 8.3 Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate. The Board of Directors may authorize any Officer, agent, or employee to carry out any action under this section.

Section 8.4 Borrowing. The Corporation may, whenever its general interests and corporate purposes require, borrow money and issue its promissory notes, debentures or bonds for the repayment thereof with interest, and may in like case mortgage, pledge or encumber its property as security for its debts or other lawful engagement. The Board of Directors may authorize any Officer, agent, or employee to carry out any action under this section.

Section 8.5 Annual Financial Reports. Each year the Treasurer shall arrange for a financial report as required by California law to be presented to the Directors of the Corporation.

## **ARTICLE 9** **INDEMNIFICATION AND LIABILITY PROTECTION**

Section 9.1 Indemnification. The Corporation shall indemnify, to the fullest extent authorized or permitted by California law, any person, and such person's heirs and legal representatives, who is made or threatened to be a made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought by or in the right of the Corporation or otherwise. by reason of the fact that such person is or was a Director, incorporator, Officer, employee or agent of the Corporation or such person served on any formally constimted advisory body or voluntary committee of the Corporation, the Board of Directors, or any such person served at the request of the corporation as a trustee, shareholder, member, partner, officer, director, employees or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses (including attorney's fees), Judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding to the fullest extent permitted under California law if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to be believe that the conduct was unlawful. The termination of any action, quit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any crimina,l action or

proceeding , that the person had reasonable cause to believe that the conduct was unlawful.

Section 9.2 Authorization of Indemnification. Any indemnification under Section 6.1 hereof shall be made by the Corporation only if authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 6.1 hereof by:

A majority vote of a quorum consisting of Directors who are not parties to such proceeding;

(b) Approval of the Members of the Corporation with the person(s) to be indemnified not being entitled to vote hereon: or

(c) The court in which such proceeding is or was pending upon application made by the corporation or the person or the attorney or other person rendering legal services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

Section 9.3 Liability Insurance. Notwithstanding the foregoing, the indemnification provided to any person described in Section 9.1 above shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including any benefit available under any insurance or self-insurance plan of the Corporation, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under California law, the Corporation may purchase and maintain insurance on behalf of any person described above against any liability asserted against him or her or incurred by him or her in any capacity or arising out of his or her status as such, whether or not the Corporation would otherwise have the power to indemnify unbar the circumstances.

Section 9.4 Liability Protection. Directors shall be protected from liability to the fullest extent permitted under the Articles of Incorporation and applicable law.

## **ARTICLE 10** **GENERAL PROVISIONS**

Section 10.1 Signatures. All checks, drafts or demands for money and notes of the Corporation shall be signed by the President and countersigned by the Treasurer, unless the Board of Directors has specifically designated another Officer, Director, or person to sign. Any contract, lease, or other

Instrument executed in the name of or on behalf of the Corporation shall be signed by the Secretary and countersigned by the President, unless the Board of Directors has specifically designated another Officer, Director, or person to sign.

Section 10.2 Fiscal Year. The fiscal year of the corporation shall end on the 30th day of June each year or such other date as shall be fixed from time to time by resolution of the Board of Directors.

Section 10.3 The Board of Directors may adopt a corporate seal for the Corporation. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, California". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced. The failure to affix the seal to an instrument or document shall not affect that instrument's or document's validity unless that instrument or document expressly provides otherwise.

Section 10.4 Books and Records. The Corporation shall keep within or without the State of California books and records of account and minutes of the proceedings of its Board of Directors. The Corporation shall keep at its registered office records containing the names and addresses of all Directors. Any of such books, records or minutes may be in written form or in any other form capable of be in converted into written form within a reasonable time.

Section 10.5 Internal Affairs. These Bylaws shall govern the internal affairs of the Corporation to the extent they are consistent with law and the Articles of Incorporation. Nothing contained in these Bylaws shall, however, prevent the imposition by contract of greater voting, notice or other requirements than those set forth in these Bylaws.

## **ARTICLE 11** **AMENDMENT OF BYLAWS**

These Bylaws may be amended or repealed, or new Bylaws adopted, only as follows:

Subject to the power of the members to change or repeal them, by vote of a majority of directors present at any special or regular meeting of directors at which a quorum is present, provided that written notice of such meeting and of the intention to change the Bylaws thereat in delivered to each director at least seven (7) days prior to the date of such meeting, or by the written consent of all directors without a meeting as provided herein; or

By the vote or written assent of a majority of the members entitled to vote, or a vote of a majority of a quorum at a Meeting duly called and noticed for that purpose in accordance with these Bylaws.

Amendments to these Bylaws shall become effective immediately, unless the Board of Directors or Members in adopting them provide that they are to become effective at a later date.

**ARTICLE 12**  
**APPROVAL**

These Bylaws, as amended, shall become effective immediately upon their adoption. These Bylaws were adopted as amended by the Board of Directors of the Corporation on the 11th day of January, 1999.

The undersigned, being the Secretary of the Corporation, hereby certifies that the above is a true, correct and complete copy of the Bylaws of the Corporation, to best of his or her knowledge, information and belief.

Dated: ---

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Arthur Hackworth, Secretary