

Bay Area Siberian Husky Club

BYLAWS

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I NAME.....	1
ARTICLE II OFFICES	1
Section 1. Principal Office	1
Section 2. Other Offices	1
ARTICLE III OBJECTIVES	1
ARTICLE IV NONPARTISAN ACTIVITIES	1
ARTICLE V DEDICATION OF ASSETS	2
ARTICLE VI MEMBERSHIP	2
Section 1. Members	2
Section 2. Non-voting Associates	3
Section 3. Classes of Membership.....	3
Section 4. Dues and Fees.....	3
Section 5. Good Standing.....	8
Section 6. Annual and Regular Meetings.....	9
Section 7. Special Meetings	9
Section 8. Place of Meetings	9
Section 9. Notice of Meetings	5
Section 10. Quorum and Action of the Members	5
Section 11. Adjournment of Meeting.....	5
Section 12. Voting	6
Section 13. Action Without a Meeting by Ballot.....	6
Section 14. Action Without a Meeting by Written Consent.....	6
Section 15. Proxies	7
Section 16. Meeting by Remote Communication	7
Section 17. Expulsion, Suspension, or Termination.....	7
Section 18. Resignation.....	7
ARTICLE VII DIRECTORS.....	8
Section 1. Powers.....	8
Section 2. Number and Qualification of Directors	9
Section 3. Designation and Term of Office of Directors.....	9
Section 4. Vacancy	9

TABLE OF CONTENTS **(continued)**

	<u>Page</u>
Section 5. Place of Meeting; Meetings by Telephone.....	10
Section 6. Annual Meeting.....	10
Section 7. Other Regular Meetings.....	10
Section 8. Special Meetings	10
Section 9. Quorum	11
Section 10. Waiver of Notice	11
Section 11. Adjournment	11
Section 12. Notice of Adjournment	11
Section 13. Action Without Meeting	12
Section 14. Telephone and Electronic Meetings	12
Section 15. Standard of Care.....	12
Section 16. Fees and Compensation	13
Section 17. Honorary Directors	13
Section 18. Executive Compensation Review	13
ARTICLE VIII COMMITTEES	14
Section 1. Committees of the Board	14
Section 2. Meetings and Action of Committees	15
Section 3. Term of Office.....	15
Section 4. Vacancies	15
Section 5. Quorum	15
Section 6. Rules	15
Section 7. Limitations	15
Section 8. Advisory Committee.....	16
Section 9. Audit Committee	16
ARTICLE IX OFFICERS	16
Section 1. Officers	16
Section 2. Election and Term of Office.....	16
Section 3. Subordinate Officers.....	16
Section 4. Removal and Resignation	16
Section 5. Vacancies	17
Section 6. Chair of the Board	17
Section 7. President.....	17
Section 8. Vice President	17
Section 9. Treasurer	17
Section 10. Secretary	17
Section 11. Assistant Treasurers and Assistant Secretaries.....	18
ARTICLE X CERTAIN TRANSACTIONS	18
Section 1. Loans	18
Section 2. Self-Dealing Transactions.....	18
Section 3. Approval	18

TABLE OF CONTENTS
(continued)

Page

ARTICLE XI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS.....	19
Section 1. Right of Indemnity.....	19
Section 2. Approval of Indemnity.....	19
Section 3. Advancing Expenses.....	19
Section 4. Contractual Rights of Nondirectors and Nonofficers	19
Section 5. Insurance	19
Section 6. Fiduciaries of Corporate Employee Benefit Plan	20
ARTICLE XI RECORDS AND REPORTS.....	20
Section 1. Maintenance and Inspection of Articles and Bylaws.....	20
Section 2. Maintenance and Inspection of Other Corporate Records	20
Section 3. Inspection by Directors	20
Section 4. Annual Report	20
Section 5. Required Financial Audits	21
ARTICLE XII CONTRACTS, CHECKS AND GIFTS	21
Section 1. Contracts	21
Section 2. Checks, Drafts, Etc	21
Section 3. Gifts	21
Section 4. Deposits	21
Section 5. Expenditures.....	21
ARTICLE XIII FISCAL YEAR	22
ARTICLE XIV CONSTRUCTION AND DEFINITION	22
ARTICLE XV AMENDMENTS.....	22
ARTICLE XVI MISCELLANEOUS PROVISIONS	22
Section 1. Representation of Shares of Other Corporations.....	22
Section 2. Inspection of Bylaws	22
Section 3. Governing Law.....	22

BYLAWS

OF

Bay Area Siberian Husky Club

Adopted December 7, 2025

BYLAWS
OF
BAY AREA SIBERIAN HUSKY CLUB

ARTICLE I
NAME

The name of the corporation shall be Bay Area Siberian Husky Club (the “Corporation”). It shall also be known by the acronym “BASH.”

ARTICLE II
OFFICES

Section 1. Principal Office.

The principal office for the transaction of business of the Corporation is 2633 S Bascom Ave., Campbell, CA 95008. The board of directors of the Corporation (the “Board”) may change the principal office to any place or places within or without of the State of California by resolution of the Board. Any change of this location shall be noted by the Secretary on these bylaws (the “Bylaws”) opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices.

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III
OBJECTIVES

The objectives of the Corporation shall be as stated in the Articles of Incorporation. Specifically, the objectives shall include charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

ARTICLE IV
NONPARTISAN ACTIVITIES

The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”), and the Corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of the Bay Area Siberian Husky Club are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net income or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the Corporation. On liquidation or dissolution of the Corporation, all properties and assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or Corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

MEMBERSHIP

Section 1. Members.

Membership in the Corporation shall be open to all persons interested in the Corporation's purposes who have attained eighteen (18) years of age and meet the requirements set forth in Section 3(b) of this Article VI. Each person may hold only one membership and may not hold fractional memberships. Membership entitles each member to the rights set forth in this Article IV but does not grant any ownership rights in or distribution rights from the Corporation. No member may transfer a membership and all rights of membership cease upon the member's death or dissolution.

Section 2. Non-Voting Associates.

The Board may refer to persons associated with the Corporation who have no voting rights as "members" and adopt policies and procedures for the admission of such persons. Such persons are not "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law. There shall be two classes of non-voting associated persons designated as "associates" and "foster-parents".

(a) Associates. Non-voting associateship is open to all persons upon attaining their eighteenth birthday.

(b) Foster-Parents. A non-voting class open only to foster-parents and/or foster-family.

Section 3. Classes of Membership.

(a) Voting Membership. The Corporation shall have one class of voting membership, who shall be members in good standing with timely payment of membership fees and who have attended at least one general meeting per year.

(b) Qualifications for Voting Membership. Any individual shall be eligible to apply to be a member upon demonstration of the following qualifications for membership:

(i) Applicants for membership must agree to abide by the Corporation's constitution and these Bylaws;

- (ii) Be of at least eighteen (18) years of age;
- (iii) Applicants for membership shall attend a minimum of two regularly scheduled general meetings within six (6) months prior to a vote of acceptance or denial by the voting members of the Corporation; and
- (iv) Completion of the Corporation's membership application form.

(c) Membership Application. Upon meeting the requirements outlined in Section 3(a), applicant(s) shall file an application form with the Secretary of the Corporation. The names of applicant(s) applying for membership will be published in the meeting agenda for the next general meeting of the Board and applications shall be approved upon an affirmative majority vote by the Board.

Section 4. Dues and Fees.

(a) Membership Dues. Each member must pay membership dues on or before the first day of the fiscal year in an amount to be fixed from time to time by the Board at the annual meeting and published in the April newsletter.

(b) Resignation, Lapsing, or Expulsion. There will not be a refund of any portion of the dues paid for the current or past years.

(c) Adjustment. Membership fees may be adjusted or waived for hardship upon written request by a voting member to the Board.

Section 5. Good Standing.

Those members who have paid the required dues in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 6. Annual and Regular Meetings.

The annual meeting of the members shall be held each year in the month of March or April and may be held at or in lieu of the general meeting at a time and place fixed by the Board, at which meeting the members shall elect the directors and transact such other business as may come before the meeting. Regular meetings of the members shall be held every two (2) months or at such times and places as may be fixed by the Board by resolution or as specified in the notice of the meeting.

Section 7. Special Meetings.

Special meetings of the members shall be held whenever called by resolution of a majority of the Board, by the President, or by a written demand to the Secretary by five percent (5%) of the members eligible to vote. Special meetings must be held not less than thirty-five (35) days nor more than ninety (90) days after the resolution or written demand is made.

Section 8. Place of Meetings.

Member meetings may be held at any place within or without the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Corporation.

Section 9. Notice of Meetings.

(a) Notice Required.

Written notice of the place, date, and time of any member meeting where members are required or permitted to take action shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at such meeting. The Secretary, upon receiving written demand or resolution for a special meeting, shall cause such notice to be given to the members entitled to vote. If the Secretary fails to do so within twenty (20) days of receiving such written demand or resolution, the persons entitled to call the meeting may give such notice.

(b) Delivery of Notice.

Notice shall be given to each member at his or her address or contact information as it appears on the records of the Corporation or at the address given by the member to the Corporation for purposes of notice by one of the following methods:

- (i) First-class mail, with prepaid postage thereon, or certified mail;
- (ii) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;
- (iii) Personal delivery of oral or written notice, including by courier service; or
- (iv) Facsimile transmission, email, or other electronic means, if the member has consented to accept notices in this manner, except that notice by electronic transmission shall not be given if:

(1) the Corporation is unable to deliver two consecutive notices to the member by that means; or

(2) the inability to so deliver the notices to the member becomes known to the Secretary, any assistant Secretary, the transfer agent, or other person responsible for the giving of the notice.

Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. If a member's address or contact information does not appear on the books of the Corporation or is not given, notice shall be given when addressed to the member at the Corporation's principal office or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

(c) Timing of Notice.

Notice shall be given to each member at least ten (10) days but not more than ninety (90) days before the time set for the meeting.

(d) Content of Notice. The notice shall state:

- (i) The place, date, and time of the meeting;
- (ii) The means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in the meeting;

(iii) In the case of a special meeting, the general nature of the business to be transacted;

(iv) In the case of a regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members; and

(v) If directors are to be elected at the meeting, the names of all those who are nominees at the time the notice is given to members.

Section 10. Quorum and Action of the Members.

(a) At all member meetings, one-third (1/3) of the voting membership present in person or by proxy and in good standing shall constitute a quorum for the transaction of business.

(b) Any act approved by a majority of the voting power represented at the meeting at which a quorum is present, entitled to vote, and voting on any matter is the act of the members, unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws require a greater number.

(c) A meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

Section 11. Adjournment of Meeting.

(a) In the absence of a quorum, any member meeting may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted, except as provided in Section 11(c) of this Article VI. No meeting may be adjourned for more than 45 days.

(b) Notice need not be given of the adjourned meeting if the time and place thereof (or the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which the adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

(c) At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

Section 12. Voting.

Each member shall be entitled to one (1) vote on each matter submitted to a member vote. The record date for determining the members entitled to vote at a member meeting shall be 60 days before the date of the meeting/fixed by the Board in advance of the meeting.

Section 13. Action Without a Meeting by Ballot.

(a) Any action which may be taken at any regular or special meeting of the members may be taken without a meeting if the Corporation distributes a written ballot to every member entitled to vote on the matter.

(b) All solicitations of ballots shall:

- (i) indicate the number of responses needed to meet the quorum requirement;
- (ii) state the percentage of approvals necessary to pass the measure submitted with respect to ballots other than for the election of directors; and
- (iii) specify the time by which the ballot must be received in order to be counted.

(c) The written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

(d) Approval by written ballot pursuant to Section 13 of this Article IV shall be valid only when:

- (i) 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
- (ii) the number of approvals cast by ballot equals or exceeds the number of votes 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.

Section 14. Action Without a Meeting by Written Consent.

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

Section 15. Proxies.

Any member entitled to vote at a member meeting or to execute consents may authorize another person or persons to act for such member by proxy. Every proxy must be in writing and signed by the member, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution. Every proxy shall be revocable at the pleasure of the member executing it.

Section 16. Meeting by Remote Communication.

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication if authorized by the Board in its sole discretion. The member shall be deemed present in person or by proxy at the meeting if the following apply:

- (a) The Corporation implements reasonable measures to provide members in person or by proxy a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members,

including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.

(b) If any member votes or other action taken at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation.

(c) The Corporation verifies that each person participating remotely is a member or proxyholder.

Section 17. Expulsion, Suspension, or Termination.

(a) Cause for Expulsion, Suspension, or Termination. A member may be expelled or suspended or a member's membership rights may be terminated if the Board, in good faith and according to a fair and reasonable procedure, determines that either:

(i) The member fails to pay any required membership fees, assessments, or other consideration in a timely fashion after notice of the same.

(ii) The member's conduct or act violates the purpose and mission of the Corporation, these Bylaws, or the Corporation's policies.

(iii) A violation of the Corporation's code of ethics.

(b) Notice Requirements. The Board shall provide written notice to the member of the member's expulsion, suspension, or termination and the reasons thereof. The notice shall be given fifteen (15) days before the effective date of such expulsion, suspension, or termination. Notice may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown on the Corporation's records.

(c) Member Hearing. Any member who receives notice of such member's expulsion, suspension, or termination shall have the opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the expulsion, suspension, or determination. Such hearing shall be before the Board or any other such person or committee authorized to decide that the expulsion, suspension, or termination not take place.

(d) Member Obligations. Expulsion, suspension, or termination shall not relieve the affected member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees incurred before the expulsion, suspension, or termination, or arising from contract or otherwise.

(e) Member Reinstatement. Six (6) months from the date of expulsion or suspension, any member may reapply for membership to the club.

Section 18. Resignation.

Any member in good standing may resign from active membership upon written notice to the Secretary of the Corporation. This Section 18 of Article VI shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. This Section 18 shall not diminish any right of the Corporation to enforce any such obligation or obtain damages for its breach.

ARTICLE VII

DIRECTORS

Section 1. Powers.

(a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the Board shall have power to:

- (i) Adopt and amend the annual budget.
- (ii) Cause an audit to be made at the end of each fiscal year.
- (iii) Select, supervise and remove all officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation.
- (iv) Appoint or remove such committees, as the Board deems necessary.
- (v) Establish policies and procedures for the Corporation and its activities.
- (vi) Solicit, accept, and acknowledge donations, gifts, grants, contributions, or bequests of cash and non-cash assets.
- (vii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.
- (viii) Adopt, make and use a book and alter the form of the seal.
- (ix) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

(c) Duties. It shall be the duty of the directors to:

- (i) Perform and all responsibilities imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, including but not limited to the powers enumerated above in (a) and (b) of this Section 1 of Article VII.
- (ii) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation.
- (iii) Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly.

(iv) Meet at such times and places as required by these Bylaws.

(v) Register their addresses with the Secretary of the Corporation, and notices of meetings sent to them at such addresses shall be valid notices thereof.

Section 2. Number and Qualification of Directors.

The authorized number of directors shall be not less than three (3) and no more than seven (7) until changed by an amendment to these Bylaws, with the initial number of directors being five (5). The directors need not be residents of the State of California.

Section 3. Designation and Term of Office of Directors.

The directors shall be designated by a majority of the directors then in office or by a sole remaining director. Terms shall be staggered and for two years, with half of the directors rotating each even numbered year and the other half on each odd numbered year, or until a successor has been elected and qualified.

Section 4. Vacancy.

(a) Events causing vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

(i) The death, resignation or removal of any director.

(ii) The declaration by resolution of the Board of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

(iii) The increase of the authorized number of directors.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chair of the Board, the President, the Secretary or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Filling vacancies. Vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

(d) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(e) Restriction on interested directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is: (1) any person being compensated by the Corporation for services rendered to it in the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (2) 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. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

(f) Removal. Any director may be removed without cause if such removal is approved by the majority of directors then in office. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Place of Meeting; Meetings by Telephone.

Regular meetings of the Board may be held at any place within or without the State of California that has been designated from time to time by resolution of the Board or in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 6. Annual Meeting.

At such time and place fixed by the Board, the Board shall hold a regular annual meeting for the purpose of organization, election of officers and the transaction of other business. Notice of this meeting shall not be required.

Section 7. Other Regular Meetings.

Other regular meetings of the Board shall be held without notice and call at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

Section 8. Special Meetings.

(a) Authority to call. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board or the President, or any Vice President and the Secretary, or any two (2) directors if there is more than one (1) director.

(b) Notice.

(i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office or principal residence who would reasonably be expected to communicate such notice promptly to the director; (d) via an electronic network; or (e) by electronic mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation.

(ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal

delivery, telephone, electronic network or electronic mail shall be delivered, telephoned or sent at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the principal executive office of the Corporation.

Section 9. Quorum.

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VII. Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) creation of and appointment to committees of the Board and (iii) indemnification of directors. 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 that meeting.

Section 10. Waiver of Notice.

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if: (a) a quorum is present; and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Adjournment.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12. Notice of Adjournment.

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 13. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 14. Telephone and Electronic Meetings.

Directors may participate in any meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently;

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and

(c) this Corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, and (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Section 15. Standard of Care.

(a) General. A director shall perform the duties of a director, including duties as a member of any Board committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this Corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article XI below, a person who performs the duties of a director in accordance with this Section 7.15 shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a Corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the

permanent disposition of the funds, considering the probable income as well as the probable safety of this Corporation's capital. No investment violates this Section 7.15(b) where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

Section 16. Fees and Compensation.

Directors as such shall not receive any compensation for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 17. Honorary Directors.

The Board may elect honorary directors, without limit as to number or period of service, except that honorary directors shall be subject to removal by the same vote as other directors. Honorary directors shall not be members of the Board and shall have no voting rights, but except when the Board is in executive session, shall have the same rights as other directors to attend and speak at meetings of the Board. Unless the context otherwise requires, the term "directors" in these Bylaws does not include honorary directors.

Section 18. Executive Compensation Review.

The Board (or a Board committee) shall review any compensation packages (including all benefits) of the Treasurer or Chief Financial Officer, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this Corporation.

**ARTICLE VIII
COMMITTEES**

Section 1. Committees of the Board.

The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

Section 2. Meetings and Action of Committees.

Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are

consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

Section 3. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

Section 5. Quorum.

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

Section 7. Limitations.

No committee may:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill any vacancies on the Board or on any committee;
- (d) fix compensation of the directors for serving on the Board or on any committee;
- (e) amend, repeal or adopt bylaws;
- (f) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (g) adopt amendments to the Articles of Incorporation of this Corporation;
- (h) appoint any committees of the Board or the members thereof;
- (i) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (j) approve any transaction (1) to which the Corporation is a party and one or more directors have a material financial interest; or (2) between the Corporation and one or more of its directors or

between the Corporation or any person in which one or more of its directors have a material financial interest; and

(k) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this Corporation.

Section 8. Advisory Committees.

The Board may establish one or more advisory committees to the Board. The members of advisory committees may consist of directors or non-directors and may be appointed as the Board determines. An advisory committee may not exercise the authority of the Board to make decisions on behalf of this Corporation but shall be restricted to making recommendations to the Board or committees of the Board and implementing the Board decisions and policies under the supervision and control of the Board or a committee of the Board. Subject to the authority of the Board, advisory committees may determine their own meeting rules and whether minutes shall be kept.

Section 9. Audit Committee.

For any tax year in which this Corporation has gross revenues of \$2 million or more, this Corporation shall have an audit committee whose members shall be appointed by the Board, and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the audit committee may not consist of members of the finance committee, if any; (b) the Chair of the audit committee may not be a member of the finance committee, if any; (c) the audit committee may not include any member of the staff, or the Treasurer; (d) the audit committee may not include any person who has a material financial interest in any entity doing business with this Corporation; and (e) audit committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

If the audit committee is composed and appointed as required by Section 1 above (concerning committees of the Board), it shall be deemed a committee of the Board on which the other directors are entitled to rely as provide in Article VII, Section 16 of these Bylaws; otherwise, the Board shall remain responsible for oversight and supervision of the audit committee as an advisory committee.

The audit committee shall: (1) recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the audit committee members that the financial affairs of this Corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this Corporation by the auditor's firm.

ARTICLE IX OFFICERS

Section 1. Officers.

The officers of the Corporation shall be a Chair of the Board (if appointed by the Board), a President, one or more Aice Presidents (the number thereof to be determined by the Board), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article IX. Except insofar as their duties may conflict, any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair of the Board.

Section 2. Election and Term of Office.

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IX, shall be chosen every other year by the Board, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified, subject to the rights, if any, of an officer under any contract of employment. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified.

Section 3. Subordinate Officers.

The Board may appoint such other officers, including one or more assistant secretaries and one or more assistant Treasurers, as it shall deem desirable, each such officer to have the authority and perform the duties prescribed from time to time by the Board and to hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board, by an officer upon whom such power of removal may be conferred by the Board. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. Vacancies.

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

Section 6. Chair of the Board.

The Chair of the Board, if there be such an officer, shall preside at all meetings of the Board and perform such other duties as the directors may assign.

Section 7. President.

The President shall be the chief executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be specially designated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board.

Section 8. Vice President.

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President (or, if there be more than one Vice President, the first Vice President) shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 9. Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, Chairman of the Board and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

If required by the Board, the Treasurer shall give the Corporation a bond, in the amount and with the surety or sureties specified by the Board, for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement or removal from office.

Section 10. Secretary.

The Secretary shall keep or cause to be kept the minutes of the meetings of the Board in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation, see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws, and in general perform all duties incident to the office of Secretary and such other duties as pertain to the office or as prescribed from time to time by the Board.

Section 11. Assistant Treasurers and Assistant Secretaries.

If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties, in such sums and with such sureties as the Board shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board.

ARTICLE X
CERTAIN TRANSACTIONS

Section 1. Loans.

Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions.

Except as provided in Section 10.3 below, the Board shall not approve, or permit the Corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this Corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval.

This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this Corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this Corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a committee of the Board may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS,

EMPLOYEES AND OTHER AGENTS

Section 1. Right of Indemnity.

To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this Corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity.

On written request to the Board in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize

indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses.

The Board may authorize the advance of expenses incurred by or on behalf of an agent of this Corporation in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances; and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Contractual Rights of Nondirectors and Nonofficers.

Nothing contained in this Article XI shall affect any right to indemnification to which persons other than directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 5. Insurance.

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability 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 that liability under the provisions of this Article XI; provided, however, that the Corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

Section 6. Fiduciaries of Corporate Employee Benefit Plan.

This Article XI does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 11.1 of this Article XI. Nothing contained in this Article XI shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XII
RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws.

The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in such state, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 2. Maintenance and Inspection of Other Corporate Records.

The accounting books, records and minutes of proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

Section 3. Inspection by Directors.

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary Corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report.

An annual report shall be sent to the Board within one hundred twenty (120) days of the close of the Corporation's fiscal year, containing the following information in reasonable detail:

- (i) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (iv) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (v) Any information required by California Corporations Code Section 6322.

Section 5. Required Financial Audits.

This Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this Corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (three) by making them available at this Corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this Corporation's website.

ARTICLE XIII
CONTRACTS, CHECKS AND GIFTS

Section 1. Contracts.

The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, or any agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by the Treasurer or by such other officer or officers and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 3. Gifts.

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation.

Section 4. Deposits.

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

Section 5. Expenditures.

Expenditures shall be at the discretion of the Board to pay.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March in each year.

ARTICLE XV
CONSTRUCTION AND DEFINITION

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

ARTICLE XVI
AMENDMENTS

Bylaws may be adopted, amended or repealed by the Board. The Board may not extend the term of a director beyond that for which the director was elected.

ARTICLE XVII
MISCELLANEOUS PROVISIONS

Section 1. Representation of Shares of Other Corporations.

The President, or such other officers as the Board may select for that purpose, are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all voting securities of any other Corporations standing in the name of the Corporation. The authority herein granted to said officers to vote or represent on behalf of the Corporation any and all voting securities held by the Corporation in any other Corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officer.

Section 2. Inspection of Bylaws.

These Bylaws, as amended or otherwise altered to date, certified by the Secretary shall be open to inspection by the directors at all reasonable times during office hours.

Section 3. Governing Law.

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

OF

BAY AREA SIBERIAN HUSKY CLUB

Certificate by Secretary of Bylaws

The undersigned hereby certifies that (i) she is the duly elected, qualified and acting Secretary of the Bay Area Siberian Husky Club; (ii) that the bylaws approved and adopted April 1, 1995 and revised August 12, 2017 are hereby amended and restated in their entirety; and (iii) that the foregoing amended and restated Bylaws, consisting of twenty-two (22) pages, are the true and correct Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and affixed the corporate seal this ____ day of _____, 2025.

Beth Chamberlain, Secretary