

BYLAWS  
OF  
SHIRAZ UNIVERSITY ASSOCIATION

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BYLAWS  
OF  
SHIRAZ UNIVERSITY ASSOCIATION  
A California Nonprofit Public Benefit Corporation

ARTICLE I

Recitals and Definitions

Section 1.01. Name of corporation . The name of this Corporation shall be Shiraz University Association and shall be referred to herein as the “Corporation”

Section 1.02. Corporation in nonprofit. This Corporation is a nonprofit public benefit corporation.

Section 1.03. Specific purposes. The specific and primary purposes of this Corporation shall be to: create an organization representing graduates and faculty of Shiraz University without bias and prejudice. To facilitate, enhance and promote cooperation and contact between Members and Shiraz University in all academic and professional spheres, including the scientific, Cultural and Humanitarian. To promote dialogue among Shiraz graduates and faculty in North America with their counterparts in Iran and elsewhere. To be available to assist in any and all ways possible the continuous academic advancement of Shiraz University. To Cooperate and Affiliate with associates with similar interest and mission.

ARTICLE II

principal office

Section 2.01. Location of principal office. The Principal office of the Corporation will be located at such place within the State of California as the board may from time to time designate by resolution.

ARTICLE III

Membership

Section 3.01. Members of the corporation. The Members of the Corporation shall include and be limited to-----,

Who are current in payment of the dues to the corporation (See Section 11.01, below)

Section 3.02. Term of Membership. Each Person who is a Member of the corporation shall remain a Member until he or she no longer qualifies as such under Section 3.01, above.

## ARTICLE IV

### Membership Voting

Section 4.01. Single Class of Membership . The corporation shall have one class of voting membership consisting of those individuals identified in Section 3.01, above.

Section 4.02. Single vote per Member . Each Member in good standing shall be entitled to cast one vote on any matter requiring approval of the Members, including the election of directors; provided, however, that in the election of directors, Members shall be entitled to one (1) vote for each vacancy on the Board to be filled. Cumulative voting in the election of directors shall not be permitted.

Section 4.03. Eligibility to Vote. The person entitled to vote at any meeting of members shall be those persons who are members in good standing. In order to be in good standing, a member must be current in the payment of all dues duly imposed pursuant to section 11.01, below.

Section 4.04. Manner of Casting Votes .

(a) Voting at a Meeting by Written Ballot. Voting may be voiced or by ballot, provided that any election of Directors shall be conducted by secret ballot either cast by members in person or by proxy at the meeting of the Members or by written ballot solicited in accordance with section 7513 of the California Corporation Code and Section 4.06, below. The vote of any other issues properly before a meeting of the members shall be conducted by secret ballot when determined by the chairman of the meeting in his or her discretion, or what requested by ten (10%) percent of the voting power present at the meeting.

(b) Proxies permitted. Members otherwise eligible to vote at any meeting may do so in person or by proxy. Proxy voting shall be further subject to the provision of Section 4.05, below.

(c) Ballots in Director Election. Any ballot used in election of Directors shall set forth the names of the candidates whose names are known to be nomination at the time the ballot is issued. The ballot shall also provide a space where the member can designate a vote for another candidate (a "write-in" candidate). These ballots shall be mailed to all members no more than thirty five (35) days and no later than twenty (20) days prior to the date set

for the election and shall be returned to the secretary of the Corporation no later than date set for the meeting at which the election will take place.

(d) Cumulative Voting Prohibited. Cumulative voting shall not be permitted in the election of directors.

#### Section 4.05. Proxies.

(a) Proxies. Generally. Any Member entitled to vote may do so either in person or by one or more agents authorized by a written proxy signed by the member and filed with the secretary of the Corporation. Proxy forms shall be mailed to all eligible Members by the Board of Directors to allow all Members the opportunity to vote on issues requiring Members ratification or approval, or the annual election of officers and directors at large.

(b) Validity of proxies with respect to certain Material Transactions. Any proxy given with respect to any of the matters described in this subparagraph (c) shall be valid only if the proxy form sets forth a general description of the nature of the matter to be voted on. The matters subject to this requirement are:

(i) Removal of directors without cause;

(ii) Filling of vacancies on the board;

(iii) Approval of contracts or transactions between the corporation and one or more of its directors, or between the Corporation and the corporation, firm or association in which one or more of its directors has a material financial interest;

(iv) Amendment of the Article Incorporation or these Bylaws;

(v) Sale, lease, exchange, transfer or other disposition of all or substantially all of the Corporation's assets otherwise than in the regular course of the Corporation's activities;

(vi) Merger of the Corporation or an amendment to an agreement of merger or;

(vii) Voluntary dissolution of the Corporation

(c) Limited Proxies.

(i) If the proxy lists one or more matters to be acted upon and the issuer of the proxy has specified a choice with respect to any such matter (including a preference in voting for

candidate for election to the board), the proxy holder shall be obligated to cast the vote represented by the proxy in accordance with the issuer's designated preference.

(ii) Without limiting the foregoing, in any election of directors any form of proxy in which the directors to be voted upon are named therein as candidates, and which is marked by a Member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director. If any proxy issued in connection with the election of directors is marked so as to direct the proxy holder to vote the proxy for a specified candidate or candidates, the proxy holder shall vote in accordance with the direction of the proxy issuer.

#### Section 4.06. Action by Written Ballots without a Meeting

(a) **Written Ballots, Generally.** Any matter or issue requiring the vote of the Members, including the election of directors, may be submitted to the Members for approval by written ballot without necessity of calling a meeting of Members, so long as the requirement for action by written ballot set forth in this Section 4.06. are satisfied. The determination to seek Member approval for association action in this fashion shall be made by a majority vote of the board. As used in this section, "written" includes facsimile and electronic transmission so long as procedures are implemented that provides some means of (i) verifying that the person who is casting the vote is the member who is entitled to vote; (ii) protecting the secretness of the Members vote; and (iii) in the case of electronic voting or web site voting protocols are in place to assure the security of the site.

Members must provide the Corporation with an email address prior to voting. If an email address is not on file with the Corporation, the vote will not count. The Corporation shall provide members with a password to allow Members to vote via the Corporation's website. All ballots sent by facsimile shall be signed with a disclaimer announcing the privacy and secrecy of ballots.

#### (b) **Balloting Time Requirements.**

(i) **Directors Election.** If the determination is made by the Board to conduct an election of directors by means of written ballots, the ballot form used in the election of directors shall be mailed to all Members who are eligible to vote not more than thirty-five (35) days prior to the date set for the election, but no less than twenty (20) days prior to such date. Subject to subparagraph (iii) below, the balloting period for any election of directors shall conclude on the date established for the corporation's Reunion meeting of the members unless the vote is to fill one or more vacant director position when a vacancy has been created by the death, early resignation or removal of a director.

(ii) Other Matters. In the case of any other matter or issue submitted to the members for approval by written ballot, the Board shall establish a record date (see Section 5.08 (b) (iii), below) and distribute the written ballot to every Member entitled to vote on the matter at least thirty (30) days prior to the final date the written ballots are to be received to be counted.

(iii) Extension of the Balloting Period. The time fixed for the return of written ballots may only be extended if the Board so notifies the Members in the balloting materials originally sent to Members and then for no more than two successive period of thirty (30) days each. Notwithstanding the foregoing, the time fixed for return of absentee ballots in director election shall at all times coincide with the date of the meeting called for the election of directors, unless the meeting is duly adjourned without the conclusion of the election process, in which case the absentee balloting period may be extended to the date the adjourned meeting is re convened.

#### (C) Content of Written Ballots.

(i) Director Election. Written ballots used in any election of directors shall set forth the names of the candidates whose names have been placed in nomination at the time the ballot is issued see section 6.04, below). The ballot form shall also provide a space where the Member can designate a vote for another (write-in) candidate.

(ii) Other Matters. Any written ballots distributed to the Members to vote on any issue other than the election of directors shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

(iii) Time for Return of Written Ballot. All written ballots shall provide a reasonable time within which to return the written ballot to the Association and shall state, on the face of the ballot, the date by which the written ballot must be returned in order to be counted.

(d) Requirements for valid Action. Approval by written ballot shall be provided only when: (i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum (as specified in Section 5.05, below), that would have been required to be present at a membership meeting if such a meeting had been convened to vote on the proposal, and (ii) the number of approvals equals or exceeds the number of affirmative votes required to approve the action at the membership meeting.

#### (e) Solicitation Rules.

(i) Solicitation Rules, Generally. Written ballots shall be solicited in a manner consistent with the requirements of section 5.04, below, pertaining to the issuance of notice of Members meetings. All solicitation of written ballots shall: (A) indicate the number of

responses needed to meet the quorum requirement for valid action; (B) the time by which the written ballot must be received by the Association in order to be counted; and (C) in the case of any written ballot distributed to vote on matters other than the election of directors, the percentage of affirmative vote necessary to approve the measure submitted for membership approval.

(ii) Director Election. Any solicitation materials accompanying written ballots distributed in director election shall advise the Members that their ballots may either be returned by mail to the Association's accounts (see subparagraph (f)(ii), below) or, if the Member attends the membership meeting in person, inserted in the ballot box maintained at the meeting at any time prior to the election.

(f) Additional balloting Procedures.

(i) Generally. If deemed necessary by the Board, the balloting shall be conducted in accordance with such additional procedure, not inconsistent with the provision of this section, as may be prescribed by a firm of public accountants of good repute who may also be retained to supervise the secrecy and conduct of the balloting process.

(ii) Director of Election. In order to insure the secrecy of written ballots utilized in director elections and fairness in conduct of the election, the Board shall utilize the services of certified public accountant to receive and tabulate all written ballots (whether returned by mail or cast in person by Members attending the meeting at which the election takes place). The accountant retained to perform such services shall have the full power of an inspector of elections appointed by the board pursuant to section 7614 of the California Corporation Code.

(g) Notification of Results of Balloting Process. Upon tabulation of the written ballots on any matter other than the election of directors, the Board shall notify the Members of the outcome of the vote within thirty (30) days following the close of the balloting process and tabulation of the ballots. In the case of an election of directors conducted by written ballot, the Board shall also notify those Members present at the meeting of the results of the election immediately upon conclusion of the balloting process. If the number of written ballots cast with respect to any matter is insufficient to constitute a quorum, the Board shall so notify the Members.

(h) Prohibition on Revocation. Once cast, a written ballot may not be revoked.

(i) Conduct of Informational Meetings. Use of written ballot procedures provided herein shall not preclude the Association from also conducting informational meeting of Members or from scheduling membership meeting to coincide with the culmination of the balloting period.

Section 4.07. Majority Vote of Members Represented at Meeting Required. If a quorum is present, the affirmative vote of the majority of the voting power of members represented at the meeting of the Members, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the Members, unless the vote of a greater number is required by California's Nonprofit Corporation Law or by the Articles of Incorporation or Bylaws of the Corporation. In the case of director election, the candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected to vacant director seats.

## ARTICLE V

### Membership Meeting

Section 5.01. Place of Meeting. The meetings of the members shall be at the principal office of the Corporation or at such other reasonable place (within the State) and at such time as may be designated by the Board in the notice of the meeting.

Section 5.02. Reunion Meeting of the Members. There shall be a membership meeting called the "Reunion" at least every two years. The Board shall appoint a reunion Committee that will develop an agenda for the meeting for review and approval by the Board. At the Reunion vacancies on the Board will be filled by election of the Members, reports shall be given by the officers and committee chairs of the Corporation and such other business as may be necessary or appropriate for consideration by the members shall be acted upon. The date, Time and location of the meeting shall be set forth in the notice of meeting sent to the Members in accordance with Section 5.04, below. The notice shall contain the program for the reunion and a slate of nominees for election to the Board of Directors. Following the Reunion it shall be the responsibility of the Board of Directors to prepare and to distribute to all Members a summary of the meeting and a report of all decisions that are made by vote of Members in attendance.

### Section 5.03. Special Meetings.

(a) Persons entitled to call Special Meetings. A majority of the Board, the President or five (5%) percent or more of the Members may call special meetings of the Members at any time to consider any lawful business of the Corporation.

(b) Procedures for calling Special Meetings Requested by members. If a special meeting is called by Members other than the Board of Directors or President, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the president, any Vice President, or the secretary of the Corporation. The officer receiving the request shall cause notice to promptly given to the Members entitled to vote, in accordance with the provision of Section 5.04, below, that a meeting will be held, and the date, time and purpose for such meeting which date shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of Members may be held when the meeting is called by action of the Board of Directors or President.

### Section 5.04. Notice of Members' Meeting .

(a) Generally. All notices of the meeting of members (whether regular or special) shall be sent or otherwise given in writing to each member who, on the record date for notice of the meeting is entitled to vote thereat, in accordance with subparagraph (c) of this Section 5.04, not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of special meetings the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of regular meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the Members, but any proper matter may be presented at the meeting for such action so long as a quorum is present. The notice of any meeting at which directors are to be elected shall include the name of all those individuals who are nominees at the time the notice is given to the members.

(b) Special Notice Rules for certain Material Transactions. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

(i) Removing a director without cause;

(ii) Filling vacancies on the Board of Directors under those circumstances where a vote of the members is required pursuant to Section 6.05 (c), below;

(iii) Amending the Articles of the Incorporation of the Corporation or these Bylaws in any manner requiring approval of the Members;

(iv) Approving a contract or transaction between the Corporation and one or more of its directors, or between the Corporation and any Corporation, firm or association in which one or more of its directors has a material financial interest;

(v) Voting upon any election to voluntarily terminate and dissolve the Corporation.

(c) Mailing of Notice. Notice of any meeting of Members shall be given either personally or by first-class mail, telegraphic or other written communication, charges prepaid, address to each Members either at the address of the Member appearing on the books of the Corporation or the address given by the Member to the corporation for the purpose of notice. If for any reason notice is given by mail and the notice is not given by first class, registered or certified mail, the notice shall be given not less than twenty (20) days (nor more than ninety (90) days) before the meeting. If no address appears on the Corporation's book and no other has been given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first class mail or telegraphic or other written communication to the Corporation principal office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(b) Affidavit of mailing, Effect Thereof. An affidavit of the mailing or other means of giving any notice of any members meeting may be executed by the secretary or the assistant secretary of the corporation, and if so executed, shall be filed and maintained in the minute book of the Corporation. Such affidavit shall constitute prima facie evidence of the giving of notice.

#### Section 5.05. Quorum Requirement for Member Meetings

(a) Minimum Quorum for Valid Member action. Ten (10%) percent of the voting power of Members, represented in person or by proxy, shall constitute a quorum for the transaction of business at the meeting of the Members, provided, however, that at any regular meeting actually attended, in person or by proxy, by less than one-third (1/3) of the voting power of members (but at which a quorum is present) the only matter upon which action can be validly taken are those matters the general nature of which was described in the notice of the meeting issued pursuant to Section 5.04, above.

(b) The members present at a duly held 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 an adjournment) is approved by at least a majority of the Members required to constitute a quorum.

(c) The quorum rules of subparagraph (a), above, shall also apply to the conduct of written ballot voting pursuant to Section 4.06, above.

Section 5.06. Adjourned Meeting. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned to another time and/or place (but not for more than forty-five(45) days) the vote of the majority of members represented at the meeting, either in person or by proxy. Unless there is an absence of a quorum (in which case no other business may be transacted at that meeting except as provided in Section 5.05(b), above), the reconvened meeting may take any action which might have been transacted at the original meeting. When a Members' meeting is adjourned to another time or place, notice need not be given of the new meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. Notwithstanding the foregoing, if after adjournment a new record date is fixed for notice or voting, a notice of the rescheduled meeting must be given to each Member who on the record date for notice of the meeting is entitled to vote thereat.

#### Section 5.07. Waiver of Notice or Consent by Absent Members.

(a) Waiver and Consents, Generally. If decisions are made by the Members at a meeting where a quorum is present, but for which proper notice was not given to all Members for whatever reason, the decisions made at that meeting will be valid if, either before or after the meeting, each Member entitled to vote who was not present at the meeting (in person or by proxy) consents to the meeting by signing (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 5.04(b), above, in which case, the waiver of notice must state the general nature of the matter. All such waivers, consents or approvals shall be filed with the Corporation records or be made part of the minutes of the meeting.

(b) Effect of Attendance at Meeting. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person attends the meeting for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 5.04(b), above, if that objection is expressly made at that meeting.

## ARTICLE VI

### Board of Directors

Section 6.01. General Corporation Powers. The business and affairs of this Corporation shall be vested in and exercised by, the Corporation's Board of Directors.

Subject to the limitations expressed in Section 8.02, below, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board.

Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(a) Select and remove all offices, 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; fix their compensation; and require from them security for faithful service.

(b) Change the principle executive office or the principle business office in the State of California from one location to another; cause of the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or without the State of California.

(c) Adopt, make, and use a corporate seal and alter the form of the seal.

(d) 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, deed of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

## Section 6.02. Number and Qualification of Directors.

(a) Number of Directors and Terms of Office. On July 8, 2001, the Corporation held a Reunion in San Diego and at that Reunion fourteen (14) individuals were elected as temporary directors of the Corporation to serve for a term of two (2) years. Upon expiration of the initial two (2) year term, the incumbent directors will determine by lot which five (5) directors are to remain in office for an additional (3) year term. That determination shall be made prior to the mailing of notice to the Members of the date for the Reunion meeting in that year and the program materials for that meeting shall disclose the names of those directors who are continuing in office and shall set forth a list of nominees to fill ten (10) additional seats on the Board, so as to create a Board consisting of fifteen (15) director positions.

(b) Qualifications. All directors of this Corporation must be Members of the Corporation whose memberships are in good standing. To be considered in good standing, a candidate for election to the Board must be current in the payment of all dues imposed pursuant to Section 11.01, below, and not be subject to suspension of his or her rights and privileges as a member of the Corporation.

(c) Limitation of Number of Interested Directors. No person serving on the board of Directors at any time may be interested persons. An interested person is (i) any person being compensated by the Corporation for services rendered to it within 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; or (ii) 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 referred to in (i) above. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 6.03. term Of office. Following the initial directors who shall serve for a two (2) year term, directors shall hold office for three (3) year term. There shall be no limitation upon the number of consecutive terms to which a director may be re-elected. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. In order to provide continuity on the Board of Directors by implementing a system of staggered terms of directors when ten (10) director positions are to be filled, the ten successful candidates shall determine by lot which five candidates are to serve for

a two (2) year term and which five directors are to serve for a one (1) year term. Thereafter, all directors shall serve for three (3) year terms.

#### Section 6.04. Nomination and Election of Directors.

(a) Appointment of Nominating Committee. At least sixty (60) days prior to the date of any election of directors, the Board of Directors shall appoint a nominating committee to select qualified candidates for election to those positions on the Board of Directors held by directors whose terms are then expiring. The committee shall be comprised of five (5) members, three (3) of whom shall not be members of the Board of Directors. The nominating committee shall make its recommendations of candidates to the Board at least fifteen (15) days before the election and shall endeavor to nominate at least two candidates for each vacancy on the Board that is to be filled.

(b) Election of Directors. The election of directors shall take place either at the Reunion membership meeting of the Members or by use of the written ballot voting procedures described in Section, provided, however, that vacancies may be filled prior to the annual meeting date as provided in Section 6.05(c), below.

#### Section 6.05. Removal of Directors and Filling Vacancies on the Board of Directors.

(a) Vacancies Generally. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director; or (ii) an increase of the authorized number of directors.

(b) Resignation of Directors. Any director may resign, which resignation shall be effective on giving written notice to the President, the secretary, or the Board of Directors, 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 of Directors may elect a successor to take office when the resignation becomes effective.

(c) Filling of Vacancies. Except in the case of a vacancy resulting from removal of a director by action of the Members, vacancies on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of directors then in office is less than a quorum, the vacancy may be filled by (i) the unanimous written consent of the

remaining directors, or (ii) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting or (iii) by the sole remaining director.

(d) Removal of Directors for Cause. The Board of Directors shall have the power and authority to remove a director and declare his or her office vacant if he or she has (i) been declared of unsound mind by a final order of court; (ii) been convicted of a felony; (iii) been found by a final order or judgment of any court to have breached any duty under California Corporations Code sections 5230 through 5237, inclusive, (relating to the standards of conduct of directors); or (iv) if the director fails to attend three (3) consecutive regular meetings of the Board of Directors which have been duly noticed in accordance with Section 7.05, below.

(e) Removal of Directors without Cause. Except as otherwise provided in subparagraph (d), above, a director may only be removed from office prior to expiration of his or her term by the affirmative vote of a majority of a quorum of the Members.

## ARTICLE VII

### Board Meeting

Section 7.01. Place of Meetings by Conference Telephone or Other Electronic Means. Regular and special meetings of the Board of Directors may be held at any place within or outside of the State of California that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Notwithstanding the above provisions of this section 7.01, 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. Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication or other communications equipment. Participation in a meeting through the use of conference telephone pursuant to this Section constitutes presence in person at that meeting as long as all members of the Board participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this section constitutes presence in person at that meeting if all of the following elements are satisfied: (i) each Board member participating in the meeting can communicate with all other directors concurrently; (ii) each director is provided the means of participating in all

matters coming before the Board, including the capacity to propose, or interpose an objection to, a specific action to be taken by the Corporation; (iii) the Corporation adopts and implements some means of verifying that the persons participating in the meeting are directors or other persons who are entitled to participate and that all actions of, or votes by, the Board are taken or cast only by the directors participating in the meeting and not by persons who are not directors.

Section 7.02. Reunion Meeting of Directors. The Board of Directors shall hold a meeting of the Board at each Reunion meeting of the members for the purpose of organization, election of officers, and the transaction of other business that may be necessary or appropriate.

Section 7.03. Other Regular Meetings. Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board of Directors and communicated to the individual Board members. Ordinarily, regular meetings shall be conducted at least quarterly; provided, however, that regular meetings can be held as infrequently as every six (6) months if the Board's business does not justify more frequent meetings. Notice of the date, time and place of regular meetings shall be communicated to the Board members not less than seventy-two(72) hours prior to the meeting; provided, however, that notice need not be given to any Board member who signs a written waiver of notice or consent to holding the meeting as more particularly provided in Section 7.07, below.

Section 7.04. Special Meetings of the Board. Special meetings of the Board of Directors for any purpose may be called at any time by the chairman of the Board, the President, any vice President, the secretary or any two directors. Special meetings may be conducted in any manner authorized in Section 7.01.

Section 7.05. Notice of meetings.

(a) Manner of Giving Notice. If established in advance by the President and communicated to all directors, no further notice shall be required with respect to regular meetings. If no schedule of regular meetings is established, and whenever a special meeting is called, the members of the Board shall be given to at least four (4) days notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means. Notice of the meeting need not be given to any director who signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto

or at commencement of the meeting, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the Corporation records or made a part of the minutes.

(b) Content of notices. The notice shall state the date, time, place of the meeting and shall include an agenda listing those items that are known to be proposed for action at the meeting at the time that the notice is given.

#### Section 7.06. Quorum Requirements for Board Meetings.

(a) Specified Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except that a quorum need not be present to vote to adjourn as provided in Section 7.08, below.

(b) Action of the Board. Except as otherwise provided herein or in the Nonprofit Public Benefit Corporation Law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

(c) Effect of Withdrawal of Directors from Meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by the articles of incorporation or these bylaws.

Section 7.07. Waiver of notice. The transaction of any meeting of the board of directors, 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, individually or collectively, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporation records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the board. The requirement of notice of a meeting shall also be deemed to have been waived by any director who attends the meeting without protesting before or at its commencement about the lack of notice.

Section 7.08. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon

personnel matters, litigation in which the corporation is or may become involved and orders of business of a similar nature. If the meeting is adjourned for more than twenty four (24) hours, notice of adjournment to any other adjustment to any other time or 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. Except as hereinabove, notice of adjournment need not be given.

Section 7.09. Action without a meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board. For purposes of this section, "all members of the board" shall not include any "interested director" as defined in California Corporation Code section 5233.

Section 7.10. Compensation. Directors and members of committees may not receive such compensation, if any, for their services. However directors and committee members may receive reasonable reimbursement of expenses, as may be fixed or determined by resolution of the board of directors. No director shall serve the Corporation in any other capacity, such as an officer, employee, or otherwise, and receive compensation for those services.

## Article VIII

### Duties and Powers of the Board

Section 8.01. Specific Powers. Without prejudice to the general powers of the board of Directors set forth in section 6.01, above, the directors shall have the power to:

(a) Exercise all powers vested in the board under the laws of the state of California so long as such actions are consistent with the mission of the Corporation as stated in the articles and these bylaws.

(b) Appoint and remove all officers of the corporation, and corporation employees, if any; prescribe any powers and duties for such persons that are consistent with law, the articles of Incorporation and these Bylaws, and in the case of any employees, fix their compensation.

- (c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.
- (d) Adopt and establish rules and regulations governing the affairs and activities of the Corporation.
- (e) Enforce all applicable provisions of these Bylaws.
- (f) Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation
- (g) Pay all taxes and charges incurred by or levied against the Corporation.
- (h) Delegate its duties and powers hereunder to the officers of the Corporation or to committees established by the board, subject to the limitations expressed in section 8.02, below.
- (i) Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each Member as provided in Section 11.06, below.
- (j) Appoint such committees as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with Article IX, below.
- (k) Fill vacancies on the Board of Directions or in any committee, unless the removed director's position is to be filled by a vote of the members pursuant to Section 6.05(c), above.
- (l) Open bank account and borrow money on behalf of the Corporation and designate the signatories to such bank account.
- (m) Bring and defend actions on behalf of the Corporation so long as the action is pertinent to the operations of the Corporation.

Section 8.02. limitations on Powers.

- (a) Self-Dealing Transactions. Notwithstanding the powers conferred on the Board pursuant to Section 8.01, and Section 6.01, above, this Corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in California Corporations Code section 5233 unless the transaction has been approved by one of the means specified in section 5233(d).

(b) Transactions Between Corporations Having Common Directorships. Unless it is established that the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified, this Corporation shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the corporation's directors are directors unless the material facts as to the transactions and the director's common directorship are fully known or disclosed to the board. The Board must approve, authorize or ratify any such contract or transaction in the good faith and by a vote sufficient without counting the vote of the common director(s).

(c) Loans to directors or officers. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the director's or officer's duties.

(d) Standards for Investment. Except as provided in California Corporations Code sections 5240(c) and 5241, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Corporation's investments, the board shall:

(i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital; and

(ii) Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws, any resolutions duly adopted by the board, or the express terms of any instrument or agreement pursuant to which the investment assets were contributed to the Corporation.

### Section 8.03. Dedication and Dissolution.

(a) The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or the benefit of any private persons.

(b) On the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed to, in the following order of priority, the following:

(i) A nonprofit public benefit corporation which has as its principal mission or purpose a mission that is similar to that of this Corporation and which has established and retained its tax-exempt status under Internal Revenue Code section 501(c)(3); or

(ii) A nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established and retained its tax-exempt status under Internal Revenue Code section 501(c)(3).

(c) If this Corporation holds any assets in trust, or the Corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the Corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

Section 8.04. Limitation on Corporate Activities. No substantial part of the activities of this Corporation shall consist of caring on of propaganda, or otherwise attempting to influence legislation, nor shall this Corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

## ARTICLE IX

### COMMITTEES

Section 9.01. Committees of Directors. The Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the Board. A committee comprised solely by directors (i.e. an executive committee) may exercise all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter which, under the Nonprofit Corporation Law of California, also requires approval of the Members.

(b) Fill vacancies on the Board of directors or on any committee which has been delegated any authority of the Board.

(c) Amend or repeal Bylaws or adopt new Bylaws.

(d) Amend or repeal any resolution of the Board of Directors or the members of those committees.

(f) Expend /corporation funds to support a nominee for director after there are more people nominated for director than can be elected.

(g) Approve any self-dealing transaction unless authorized by California Corporations Code section 5233(d)(3).

All committees other than an executive committee comprised solely of directors shall be advisory to the Board of directors and shall report to the Board through the committee's chair. Written reports and recommendations of committees must be approved by the Board.

Section 9.02. Permanent Committees. The Corporation shall have the following permanent committees: (a) membership committee; (b) an archives and documents committee (which shall be chaired by the Secretary of the Corporation); (c) a fund raising committee; and budgets and finance committee (which shall be chaired by the Treasurer of the Corporation); (d) a publications, planning and development committee; and (e) a Reunion committee. Each of these committees shall have at least five (5) members, two of whom shall be members of the Board of Directors. One of the director committee members shall act as chair of the committee. The members of the permanent committees shall serve for three (3) year terms, subject to the right of the Board to remove any committee member prior to expiration of his or her term.

Section 9.03. Other Committees. The Board may establish other committees as deemed necessary or appropriate to implement the charitable programs or activities of the Corporation, increase the effectiveness of the Corporation, provide information or otherwise assist the Board. Such committees may include members who are not directors; provided however, that any committee which includes non-directors may not exercise any powers of the board, but rather shall serve as an advisory or recommending body to the Board.

Section 9.04. Meetings and Actions of Committees. Unless the requirements of maintaining minutes is waived by the board in the resolution establishing a committee, meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article V, above, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of directors or by resolution of the Committee. Special meeting of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members of the committee (if any), who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

## ARTICLE X

### Officers

Section 10.01. Officers. The officers of the Corporate shall be a President, a Vice President, A Secretary and a chief financial officer who shall be referred to as the treasurer. The Corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of section 10.03, below. One person may hold two or more officers, except that neither the secretary nor the chief financial officer may serve concurrently as President.

Section 10.02. Election of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Sections 10.03 and 10.05, below, shall be chosen annually by majority vote of the Board at its first regular meeting following the annual meeting of the Members or the election of directors, and each shall hold his or her office for two(2) years, or until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successors shall be elected and qualified.

Section 10.03. Subordinate Officers. The Board may appoint, and may empower the President to appoint, such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws and as the board may from time to time determine.

Section 10.04. Removal of Officers. Any officer may be removed, either with or without cause, by the Board at any regular or special meeting, or by any officer upon whom such power of removal may be conferred by the Board; provided however, that no such officer shall remove an officer chosen by the Board.

Section 10.05. Resignation of officers. Any officer may resign at any time by giving written notice to the Board or to the President or to the secretary. 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 is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 10.06. vacancies. A vacancy in any office because of death, resignation, removal, disqualification of an officer or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 10.07. President. The President shall be elected by the Board from among the directors. He or she shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Corporation. He or she shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of President of a corporation, together with such other powers and duties as may be prescribed by the Board or the Bylaws.

Section 10.08. Vice President. The Vice President shall be elected by the Board from among the directors. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

Section 10.09. Secretary. The Secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of directors, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings and the proceedings thereof. The Secretary shall keep, or cause to be kept, appropriate current record showing the names and mailing addresses of any persons designated as "members" of the Corporation. He or she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and he or she will keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 10.10. Chief Financial Officer. The chief financial officer, who shall be known as the Treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earning and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the

Corporation with such depositaries as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and directors whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

## ARTICLE XI

### Dues and Finances

Section 11.01. Description of Dues. The Members of this Corporation shall be obligated to pay annual dues at a rate established by the Board of Directors and communicated in writing to the Members.

Section 11.02. Checks. All checks or demands for money and notes of the Corporation shall be signed by the President and Treasurer or by such other officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 11.03. Operating Account. There shall be established and maintained a cash deposit account to be known as the "operating Account" into which shall be deposited the operating portion of all Assessments as fixed and determined for all directors and members. Disbursements from such account shall be for the general need

of the operation including, but not limited to, wages, repairs, betterments, maintenance, and other operating expenses of the Properties.

Section 11.04. Other Accounts. The Board shall maintain any other accounts it shall deem necessary to carry out its purposes.

Section 11.05. Budgets. A budget for each fiscal year consisting of at least the following information shall be distributed to the directors not less than forty-five(45) nor more than sixty(60) days prior to the beginning of the fiscal year:

- (a) Estimated revenue and expenses on an accrual basis;
- (b) The amount of the total cash reserves of the Corporation currently available for replacement or major repair of the corporation's capital assets and for contingencies;
- (c) Year-End Report. Within one hundred twenty (120) days after the close of the fiscal year, a year-end report consisting of at least the following shall be distributed to Directors:
  - (i) A balance sheet as of the end of the fiscal year;
  - (ii) An operating (income) statement for the fiscal year;
  - (iii) A statement of changes in financial position for the fiscal year;
  - (iv) There shall be no transactions between the Corporation and directors of officers.

The annual report shall be prepared by an independent accountant for any fiscal year in which the gross income of the Corporation exceeds Seventy-Five Thousand (\$75,000). If the annual report is not prepared by an independent accountant it shall be accompanied by the certificate of an authorized officer of the Corporation that the statement was prepared without an annual review from the books and records of the Corporation.

Section 11.06. Financial Statements. The Board of Directors shall cause a review of the financial affairs of this Corporation to be made at least every twelve (12) months. Such review shall reflect the financial condition of this Corporation as of the date of the review and shall summarize the financial transactions in which this Corporation was involved during the period between the last of such reviews and the date of the current review. A copy of the annual review shall be available for examination by each of the directors of this Corporation. A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of such period, that has been prepared by the Corporation shall be kept on file in the principal office of the Corporation for twelve (12) months.

The income statements, statements of changes in financial position, and balance sheet referred to in this section shall be accompanied by the report, if any, of any independent accountants engaged by the Corporation or the certificate of an authorized officer of the Corporation that the financial statements were prepared without audit from the books and records of the Corporation.

## ARTICLE XII

### Maintenance of Corporate Records

Section 12.01. The Corporation Records. The Corporation shall maintain the following records:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its Members, directors, and committees of the Board. Minutes of the meetings of committees that are not comprised exclusively of directors need not be maintained if the Board resolution forming the committee dispenses with the requirement that minutes be maintained.

All such records shall be kept at the Corporation's principle office, or if its principle office is not in the State of California, at its principle business office in this state.

Section 12.02. Maintenance and Inspection of Other Corporate Records. The accounting books and records and minutes of any proceedings of the Members and the Board of directors, and minutes of any proceedings of committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principle office of the Corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

### Section 12.03. Inspection Rights

- (a) 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.
- (b) Inspection by Members. The accounting books and records of the Corporation and minutes of the proceedings of the Members, the Board of Directors, and committees of the Board shall be open to inspection by any Member at any reasonable time upon written demand on the Corporation. Any request for inspection must state a purpose that is reasonably related to the requesting Member's interest in the Corporation.

Section 12.04. Annual Reports to Members. Not later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the Board shall cause an annual

report to be sent to all members. Such report shall contain the following information in reasonable detail:

(a) The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year.

(b) The principle changes in assets and liabilities include in trust funds, during the fiscal year.

(c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(e) Statement of the amount and circumstances of any transaction or indemnification described in section 6322(d) and (e) of the Corporation Code, if such took place.

(f) The report required by this section shall be accompanied by any report thereon of accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statement were prepared without audit from the books and records of the Corporation.

## ARTICLE XIII

### Miscellaneous

Section 13.01. Amendment or Repeal of Bylaws. These Bylaws may only be amended or repealed, and new Bylaws adopted by the affirmative vote or written ballot of a majority of a quorum of the Members; provided that (i) the proposed amendment is consistent with the mission and purpose of the Corporation as stated in its Articles of Incorporation and these Bylaws; and (ii) a copy of the proposed amendment has been distributed in writing to all Members at least thirty (30) days prior to the date when a vote is conducted on the proposal. That vote may be conducted at a Reunion or other duly noticed meeting of the Members or by written ballot.

Section 13.02. Indemnification of Corporate Agents.

(a) Any person who was or is a director, officer, employee or other agent of the Corporation (collectively "Agents") may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the Corporation to the full extent permitted by California Corporation Code Section 5238.

(b) The Corporation shall have power to purchase and maintain 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 such liability under section 5238 of the Corporations Code; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of California Corporations Code section 5233.

Section 13.03. Nonpaid Directors; Alleged Failure to Discharge Duties; No Monetary Liability. Except as provided in California Corporations Code sections 5233 or 5237, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid director, including any nonpaid director who is also a nonpaid officer, of this Corporation based upon any alleged failure to discharge the person's duties as director or officer if the duties are performed in a manner that meets all of the following criteria:

(a) The duties are performed in good faith.

(b) The duties are performed in a manner such director believes to be in the best interest of the Corporation

(c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 13.04. Personal Liability of Volunteer Director or Officer for Negligence.

(a) Except as provided in subparagraph (c), below, there shall be no personal liability to a third party on the part of a volunteer director or volunteer executive committee officer of this Corporation caused by the director's or officer's negligent act or omission in the

performance of that person's duties as a director or officer, if all of the following conditions are met:

(i) The act or omission was within the scope of the director's or executive committee officer's duties.

(ii) The act or omission was performed in good faith.

(iii) The act or omission was not reckless, wanton, intentional, or grossly negligent.

(iv) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive committee officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive committee officer shall not be personally liable for the damages if the Board of Directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

(b) For purposes of this section 12.04, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by the way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive committee officer does not affect that person's status as a volunteer within the meaning of this section.

(c) This section does not eliminate or limit the liability of a director or officer for any of the following:

(i) Any liability with respect to self-dealing transactions as provided in California Corporations Code section 5233 or any liability with respect to certain prohibited distributions, loans or guarantees as provided in section 5237 of said law.

(ii) In any action or proceeding brought by the California Attorney General.

Section 13.05. Gifts and Contributions. The Board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise that is received to further the purposes and mission of the Corporation.

CERTIFICATE OF SECRETARY

The undersigned, secretary of the corporation known as SHIRAZ UNIVERSITY ASSOCIATION, hereby certifies that the above and foregoing Bylaws, consisting of 29 pages, were duly adopted by written ballot of the Members of the Corporation on -----  
-----, 2001, and that they now constitute the Bylaws of the Corporation.

SHIRAZ UNIVERSITY ASSOCIATION, a California nonprofit public benefit corporation

By:

-----, Secretary