

ADOPTION OF RESTATED BYLAWS OF

WorldVistA

a California Nonprofit Public Benefit Corporation

WHEREAS, on this date, the board of directors met and agreed by unanimous vote to adopt the attached bylaws as the First Restated Bylaws of the Corporation; and

WHEREAS, it is deemed to be in the best interest of the Corporation that the attached bylaws be adopted as the bylaws of the Corporation; therefore

IT IS RESOLVED THAT the bylaws attached to these resolutions are adopted as the Corporation's First Restated Bylaws; and

IT IS FURTHER RESOLVED THAT the secretary of the Corporation is authorized and directed to execute a certificate of the adoption of these bylaws, to insert the bylaws as so certified in the minute book of the Corporation, and to see that a copy of the bylaws, similarly certified, is kept at the principal office to transact the business of the Corporation.

June 13, 2009

Maurice L. Pepper - Chairperson
Larry Landis – Member of the Board
Colin Smith – Member of the Board

Bylaws of

WorldVistA

a California Nonprofit Public Benefit Corporation

**ARTICLE 1
NAME**

SECTION 1. NAME

The name of this corporation is WorldVistA.

**ARTICLE 2
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Contra Costa County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The board may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____, ____
_____	Dated: _____, ____
_____	Dated: _____, ____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board may, from time to time, designate.

**ARTICLE 3
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary purposes of this corporation shall be to further the cause of affordable healthcare information technology worldwide.

**ARTICLE 4
DIRECTORS**

SECTION 1. NUMBER

The corporation shall have not less than three (3) directors nor more than eleven (11) directors,

collectively designated the Board of Directors (referred to herein as the "board"), with the exact number to be fixed within these limits by approval of a majority of the directors then authorized to serve.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board.

SECTION 3. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Meet at such times and places as required by these Bylaws; and

(d) Register their addresses, phone and facsimile numbers, and electronic mail addresses with the Secretary of the corporation and notices of meetings delivered, telephoned, facsimiled, electronically mailed, or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. ELECTION AND TERM OF OFFICE OF DIRECTORS

The terms of all directors appointed or elected prior to the first annual meeting of this corporation shall expire at the time of the first annual meeting. At the first annual meeting, the board shall provide for staggered terms of its directors, by designating one-, two- and three-year terms. The number of directors designated for each term shall be equal, or as equal as possible if the number of authorized directors is not evenly divisible by three (3). Following the expiration of those designated terms, the term of each director shall continue for three years. Each director shall hold office until the annual meeting during the year in which his or her term of office expires, or until a successor has been elected and qualified. Directors shall be elected at each annual meeting to fill those terms that expire at that annual meeting, pursuant to Section 8 of this Article. If the directors are not elected at any annual meeting, they may be elected at any special meeting held for that purpose.

At each annual meeting, subsequent to the selection of directors, one of the directors shall be elected Chairman

SECTION 5. COMPENSATION

Directors shall serve without compensation, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation

is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting, or if not so designated, at the principal office of the corporation. Any meeting of the board, regular or special, may be held by conference telephone so long as all persons participating in the meeting are able to hear one another. A director so participating constitutes presence in person.

SECTION 8. REGULAR AND ANNUAL MEETINGS

The board shall hold annual meetings for purposes of organization, election of directors, election of officers, and transactions of other business. The annual meeting shall be held at a date and time, and at a place, fixed by the board for that purpose. Other general meetings of the board may be held with notice as provided in Sections 9 and 10 of this Article.

SECTION 9. SPECIAL MEETINGS

The President or Chairperson and at least two other directors, or at least a third of the members of the board may call special meetings of the board and such meetings shall be held at a location in accordance with the provisions of Section 7.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held with fourteen days' notice by:

- (1) First-class mail, postage prepaid;
- (2) Personal delivery of written notice;
- (3) Delivery by overnight courier or private delivery service that can be and is confirmed;
- (4) Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director,

provided that if a message is recorded, it must be confirmed;

(5) Telegram;

(6) Confirmed facsimile;

(7) Confirmed electronic mail; or

(8) Other means that can be and is confirmed.

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of adjournment of the original meeting.

Any director may elect to participate in any meeting by appropriate and affordable means of participating in a remote conference that is mutually convenient and agreeable. In the event agreement is not reached as to the means of participation, a telephonic conference call shall be used, and it shall be the responsibility of the person chairing the meeting, as discussed herein, to arrange for and ensure that appropriate arrangements have been made.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place (if other than the corporation's principal office), day and hour of the meeting. The purpose of any meeting of the board need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

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

SECTION 13. QUORUM FOR MEETINGS

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least the number of directors required to take action as provided in Section 14 of this Article. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered of a durable nature by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only action which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to

time until the time fixed for the next regular meeting of the board. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Except as otherwise provide in these bylaws, every action taken or decision made by a majority vote of the directors present and voting at a duly held meeting at which a quorum is present shall be an act of the board. The votes of directors present but who abstain from voting on any matter shall not be included in the vote tally; provided, however, that if fifty percent (50%) or more of the directors present abstain from any vote then the matter voted on shall be deemed to have been voted against and shall not be the act of the board. Notwithstanding the above, should more stringent provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, and (c) creation of and appointment to committees of the board, and (d) indemnification of directors, require a greater vote than the directors voting in favor such a matter, then those more stringent provisions shall prevail.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the board shall be presided over by the Chairperson of the corporation or, in his or her absence, by the President of the corporation or, in the absence of each of these persons, by a person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board under any provision of law may be taken without a meeting if all members of the board individually or collectively consent in writing to such 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 any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

SECTION 17. VACANCIES

Vacancies on the board shall exist (a) on the death, resignation or removal of any director or (b) whenever the number of authorized directors is increased. The board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Corporation Law.

Directors may be removed without cause by a two-thirds majority of the directors then in office. For purposes of example only, if there are three (3) directors in office, the vote of two (2) will

constitute a two-thirds (2/3) vote. If there are only two directors in office, neither may remove the other.

Any director may resign effective upon giving written notice to the President, the Secretary, or the board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director in charge of its affairs, except upon notice to the Attorney General of the State of California.

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

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or a waiver of notice complying with this Article of these Bylaws, or (c) a sole remaining director.

A person elected to fill the vacancy of a former board member shall hold office until the end of that member's regular term. A person elected to fill a vacancy created by an increase in the number of authorized directors shall serve until the next meeting or if so provided by the board, a longer term in keeping with the provisions of section 4.

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

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

On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

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

SECTION 21. DIRECTOR CONFLICTS OF INTEREST

No director or officer of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless:

(a) The material facts regarding that director's or officer's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to consideration by the board of such contract or transaction; and

(b) Such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors;

(c) Before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(d) The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

SECTION 22. CONFIDENTIALITY AND REPRESENTATION

All matters discussed and information presented or distributed during board meetings are confidential and shall not be shared outside of the board members without the approval of the board.

No board member or officer of the corporation other than the President shall represent himself or herself as a representative of the corporation without the approval of the board.

**ARTICLE 5
OFFICERS**

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a Chairperson, President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the President.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation. Except those officers appointed in accordance with the provisions of Section 3 of this Article, officers shall be elected by the board at the annual meeting, and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract. Each officer shall hold office for renewable terms of one year.

SECTION 3. SUBORDINATE OFFICERS

The board may appoint, and may authorize the Chairperson to appoint, such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board.

SECTION 4. REMOVAL AND RESIGNATION

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the board, at any regular or special meeting of the board, or, except in case of an officer chosen by the board, by an officer on whom such power of removal may be conferred by the board. Any officer may resign at any time by giving written notice to the board or to the Chairperson. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the board shall fill the vacancy. A person so appointed to a vacant office (whether appointed by the Chairperson or elected by the Board) shall hold that office until the next annual meeting of the board or until his or her death, resignation or removal from office. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

SECTION 6. DUTIES OF THE CHAIRPERSON

The Chairperson shall preside at board meetings and shall exercise and perform such other powers and duties as the board may assign from time to time.

SECTION 7. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and subject to the control of the board, shall be the general manager of the corporation, and shall generally supervise, direct and control the corporation's activities, affairs, and officers. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other

instruments which may from time to time be authorized by the board. In the absence of the chairperson, the President shall preside at all board meetings. He or she shall perform all other duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the board.

SECTION 8. DUTIES OF VICE PRESIDENTS

In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the board or, if not ranked, a vice president designated by the board, shall perform all powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed by the board or the President.

SECTION 9. DUTIES OF SECRETARY

The Secretary shall:

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

(b) Keep, or cause to be kept, at the principal office of the corporation or at such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meetings was annual, general, or special, and, if special, how authorized; the notice given; and the names of the persons present at the board and committee meetings.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and of the seal of the corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws, and by the board.

(e) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, these Bylaws and the minutes of the proceedings of the directors of the corporation.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board.

SECTION 10. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

(a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and business transactions, including accounts of its

assets, liabilities, receipts, disbursements, gains and losses.

(b) 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.

(c) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of corporation with such depositories as the board may designate, and (2) disburse, or cause to be disbursed, the corporation's funds as the board may order.

(d) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the corporation.

(e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board.

(g) 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.

(h) Provide, or cause to be provided, to the public, all Internal Revenue Service filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service or by statute.

SECTION 11. COMPENSATION

The salaries, if any, of the officers shall be fixed from time to time by resolution of the board. The salary received by any officer of this corporation shall be reasonable and given in return for services actually rendered to the corporation that relate to the performance of the charitable or public purposes of this corporation. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 4, Section 6 and Section 21, of these Bylaws.

ARTICLE 6 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The board may, by a vote of directors, designate two (2) or more of its members to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect

to:

- (1) The filling of vacancies on the board or on any committee that has the authority of the board;
- (2) The fixing of compensation of the directors for serving on the board or on any committee.
- (3) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (4) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (5) The appointment of committees of the board or the members thereof.
- (6) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (7) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Corporation Law. By a majority vote of the directors then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any such committees so created shall have such authority vested in the committee by the board, except with respect to:

- (1) The filling of vacancies on the board or on any committee that has the authority of the board;
- (2) The fixing of compensation of the directors for serving on the board or on any committee.
- (3) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (4) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (5) The appointment of committees of the board or the members thereof.
- (6) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (7) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Corporation Law. By a vote of the directors then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the

members of the board. Appointments to any such committees shall be by a vote of the directors then in office. The board may appoint one or more directors as alternate committee members, who may replace any absent member at any meeting of the respective committee(s). Any such committees shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 3. ADVISORY COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the board. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the board and its members, except that the time for regular meetings of committees may be fixed by resolution of the board or by the committee. The time for special meetings of committees may also be fixed by the board. The board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE 7
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

The board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee 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 monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

The board shall determine who shall be authorized from time to time on the corporation's behalf to sign checks, drafts and other orders for payment of money. Such authority may be general or confined to specific instances.

SECTION 3. 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 4. GIFTS

The board may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

**ARTICLE 8
CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and these Bylaws as amended to date; and
- (d) Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, and California Attorney General that the corporation is required, by statute or regulation, to make generally available to the public.

SECTION 2. CORPORATE SEAL

The board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

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

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

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without an audit from the books and records of the corporation. This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

SECTION 6. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

As part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall, within one hundred twenty (120) days after the end of the corporation's fiscal year, annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) to which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For these purpose, an "interested person" is either:
- (1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interest person is a partner, only the interest of the partnership need be stated.

- (b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section 19 of Article 4 of these Bylaws.

**ARTICLE 9
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first (1st) day of January in each calendar

year and end on the thirty-first day of December of same calendar year.

**ARTICLE 10
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

These Bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by a three-fourths vote of the directors then currently in office. Such vote shall not include abstentions so long as the number of directors voting in favor the amendment is no less than a majority of the directors then currently in office.

**ARTICLE 11
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by a three-fourths vote of all of the directors. Such vote shall not include abstentions so long as the number of directors voting in favor the amendment is no less than a majority of the directors then currently in office.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the Section 1 of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation regarding the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 12
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

**ARTICLE 13
MEMBERS**

SECTION 1. DETERMINATION OF MEMBERS

This corporation makes no provision for members. Pursuant to Section 5310(b) of the California

Nonprofit Corporation Law, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board.

ARTICLE 14
CONSTRUCTION AND DEFINITIONS

SECTION 1. 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.