

**BYLAWS**

**OF**

**HUNTINGTON BEACH PLAYHOUSE**

A California Nonprofit Public Benefit Corporation

*FINAL DRAFT 2015*

**BYLAWS OF  
HUNTINGTON BEACH PLAYHOUSE**

**Table of Contents**

|  |          |
|--|----------|
| <b>HUNTINGTON BEACH PLAYHOUSE .....</b>                      | <b>1</b> |
| <b>ARTICLE 1 CORPORATE NAME .....</b>                        | <b>1</b> |
| <b>ARTICLE 2 OFFICES.....</b>                                | <b>1</b> |
| SECTION 1 PRINCIPAL OFFICE.....                              | 1        |
| SECTION 2 OTHER OFFICES .....                                | 1        |
| <b>ARTICLE 3 OBJECTIVES AND PURPOSES.....</b>                | <b>1</b> |
| SECTION 3 SPECIFIC PURPOSES.....                             | 1        |
| SECTION 4 LIMITATIONS .....                                  | 2        |
| <b>ARTICLE 4 FISCAL YEAR .....</b>                           | <b>2</b> |
| <b>ARTICLE 5 MEMBERSHIP.....</b>                             | <b>3</b> |
| SECTION 1 ELIGIBILITY.....                                   | 3        |
| SECTION 2 CLASSES OF MEMBERSHIP .....                        | 3        |
| SECTION 3 PRIVILEGES OF MEMBERSHIP .....                     | 3        |
| SECTION 4 TERM OF MEMBERSHIP .....                           | 4        |
| SECTION 5 APPLICATION FOR MEMBERSHIP .....                   | 4        |
| SECTION 6 DUES.....  | 4        |
| SECTION 7 MEMBERS IN GOOD STANDING .....                     | 4        |
| SECTION 8 TERMINATION OF MEMBERSHIP .....                    | 4        |
| SECTION 9 TERMINATION OF MEMBERSHIP FOR CAUSE.....           | 5        |
| <b>ARTICLE 6 ANNUAL AND SPECIAL MEETINGS OF MEMBERS.....</b> | <b>5</b> |
| SECTION 1 ANNUAL MEETINGS.....                               | 5        |
| SECTION 2 AUTHORITY TO CALL SPECIAL MEETINGS.....            | 6        |
| SECTION 3 CALLING SPECIAL MEETINGS.....                      | 6        |
| SECTION 4 PROPER BUSINESS OF SPECIAL MEETING.....            | 6        |
| SECTION 5 LOCATION OF MEMBERS' MEETINGS.....                 | 6        |
| SECTION 6 CONDUCT OF MEMBERS' MEETINGS.....                  | 6        |
| SECTION 7 GENERAL NOTICE REQUIREMENTS.....                   | 7        |
| SECTION 8 NOTICE OF CERTAIN AGENDA ITEMS .....               | 7        |
| SECTION 9 MANNER OF GIVING NOTICE.....                       | 7        |
| SECTION 10 AFFIDAVIT OF MAILING NOTICE .....                 | 8        |
| SECTION 11 QUORUM FOR MEETING OF MEMBERS .....               | 8        |
| SECTION 12 ELIGIBILITY TO VOTE.....                          | 9        |
| SECTION 13 MANNER OF VOTING.....                             | 9        |
| SECTION 14 INSPECTORS .....                                  | 9        |
| SECTION 15 NUMBER OF VOTES .....                             | 9        |

|                   |   |           |
|-------------------|---|-----------|
| <b>SECTION 16</b> | APPROVAL BY MAJORITY VOTE.....  | 9         |
| <b>SECTION 17</b> | WAIVER OF NOTICE OR CONSENT .....   | 9         |
| <b>SECTION 18</b> | ACTION BY UNANIMOUS WRITTEN CONSENT .....                                       | 10        |
| <b>SECTION 19</b> | ACTION BY WRITTEN BALLOT .....  | 10        |
| <b>SECTION 20</b> | SOLICITATION OF WRITTEN BALLOTS.....  | 10        |
| <b>SECTION 21</b> | NUMBER OF VOTES AND APPROVALS REQUIRED .....                                    | 10        |
| <b>SECTION 22</b> | REVOKING BALLOTS.....   | 11        |
| <b>SECTION 23</b> | FILING BALLOTS .....  | 11        |
| <b>SECTION 24</b> | RECORD DATE FOR NOTICE, VOTING, WRITTEN BALLOTS AND OTHER BOARD<br>ACTIONS..... | 11        |
| <b>SECTION 25</b> | RECORD DATE FOR ACTIONS NOT SET BY BOARD.....                                   | 11        |
| <b>SECTION 26</b> | MEMBERS' PROXY RIGHTS .....   | 12        |
| <b>SECTION 27</b> | SOLICITED PROXIES .....   | 12        |
| <b>SECTION 28</b> | SUBJECT MATTER OF PROXY TO BE STATED .....                                      | 12        |
| <b>SECTION 29</b> | REVOCABILITY OF PROXIES .....   | 13        |
| <b>SECTION 30</b> | ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS.....                               | 13        |
| <b>ARTICLE 7</b>  | <b>DIRECTORS .....</b>  | <b>13</b> |
| <b>SECTION 1</b>  | GENERAL CORPORATE POWERS.....   | 13        |
| <b>SECTION 2</b>  | SPECIFIC POWERS .....   | 14        |
| <b>SECTION 3</b>  | NUMBER OF DIRECTORS.....  | 14        |
| <b>SECTION 4</b>  | QUALIFICATIONS OF DIRECTORS.....  | 15        |
| <b>SECTION 5</b>  | DIRECTOR'S TERMS OF OFFICE .....  | 16        |
| <b>SECTION 6</b>  | NOMINATIONS BY BOARD .....  | 16        |
| <b>SECTION 7</b>  | CONDUCT BY DIRECTORS .....  | 16        |
| <b>SECTION 8</b>  | SPECIFIC PROHIBITIONS ON DIRECTOR'S CONDUCT.....                                | 16        |
| <b>SECTION 9</b>  | EVENTS CAUSING VACANCY ON BOARD OF DIRECTORS.....                               | 17        |
| <b>SECTION 10</b> | RESIGNATION OF DIRECTORS.....   | 17        |
| <b>SECTION 11</b> | REMOVAL OF DIRECTORS WITHOUT CAUSE .....  | 18        |
| <b>SECTION 12</b> | REMOVAL OF DIRECTOR FOR CAUSE.....  | 18        |
| <b>SECTION 13</b> | APPOINTMENT TO FILL VACANCIES ON THE BOARD OF DIRECTORS.....                    | 18        |
| <b>SECTION 14</b> | PLACE OF MEETINGS.....  | 18        |
| <b>SECTION 15</b> | MEETINGS BY TELEPHONE AND OTHER MEANS OF COMMUNICATION .....                    | 18        |
| <b>SECTION 16</b> | REGULAR MEETINGS OF THE BOARD OF DIRECTORS .....                                | 19        |
| <b>SECTION 17</b> | SPECIAL MEETINGS.....   | 19        |
| <b>SECTION 18</b> | NOTICE OF REGULAR OR SPECIAL MEETINGS .....                                     | 19        |
| <b>SECTION 19</b> | QUORUM.....   | 19        |
| <b>SECTION 20</b> | WAIVER OF NOTICE .....  | 20        |
| <b>SECTION 21</b> | ADJOURNMENT .....   | 20        |
| <b>SECTION 22</b> | CONDUCT OF MEETINGS .....   | 20        |
| <b>SECTION 23</b> | ACTION WITHOUT MEETING.....   | 21        |
| <b>ARTICLE 8</b>  | <b>COMMITTEES .....</b>   | <b>21</b> |
| <b>SECTION 1</b>  | COMMITTEES OF DIRECTORS.....  | 21        |
| <b>SECTION 2</b>  | EXECUTIVE COMMITTEE .....   | 22        |
| <b>SECTION 3</b>  | ADVISORY COMMITTEES.....  | 22        |
| <b>SECTION 4</b>  | MEETINGS AND ACTION OF COMMITTEES .....   | 22        |

|                   |  |           |
|-------------------|--|-----------|
| SECTION 5         | QUORUM RULES FOR COMMITTEES.....   | 23        |
| SECTION 6         | VACANCIES ON COMMITTEES .....  | 23        |
| SECTION 7         | REVOCATION OF DELEGATED AUTHORITY .....                                      | 23        |
| <b>ARTICLE 9</b>  | <b>OFFICERS.....</b>   | <b>23</b> |
| SECTION 1         | OFFICER POSITIONS .....  | 23        |
| SECTION 2         | QUALIFICATIONS OF OFFICERS .....   | 23        |
| SECTION 3         | ELECTION OF OFFICERS.....  | 24        |
| SECTION 4         | SUBORDINATE OFFICERS.....  | 24        |
| SECTION 5         | COMPENSATION OF OFFICERS .....   | 24        |
| SECTION 6         | REMOVAL OF OFFICERS .....  | 24        |
| SECTION 7         | RESIGNATION OF OFFICERS.....   | 24        |
| SECTION 8         | VACANCIES IN OFFICES.....  | 24        |
| SECTION 9         | OFFICER RESPONSIBILITIES.....  | 25        |
| SECTION 10        | BOND .....   | 25        |
| <b>ARTICLE 10</b> | <b>TRANSACTIONS WITH DIRECTORS OR OFFICERS.....</b>                          | <b>26</b> |
| SECTION 1         | CONTRACTS WITH DIRECTORS AND OFFICERS .....                                  | 26        |
| SECTION 2         | LOANS TO DIRECTORS AND OFFICERS.....   | 27        |
| <b>ARTICLE 11</b> | <b>INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES<br/>AND AGENTS.....</b> | <b>27</b> |
| SECTION 1         | INDEMNITY .....  | 27        |
| SECTION 2         | DEFINITIONS .....  | 27        |
| SECTION 3         | SUCCESSFUL DEFENSE BY AGENT.....   | 28        |
| SECTION 4         | ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION.....                   | 28        |
| SECTION 5         | ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION .....                      | 28        |
| SECTION 6         | DETERMINATION OF AGENT’S GOOD FAITH CONDUCT .....                            | 29        |
| SECTION 7         | LIMITATIONS.....   | 29        |
| SECTION 8         | EXPENSE ADVANCES .....   | 30        |
| SECTION 9         | CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS .....                   | 30        |
| SECTION 10        | INSURANCE .....  | 30        |
| <b>ARTICLE 12</b> | <b>CORPORATE RECORDS, REPORTS AND SEAL.....</b>                              | <b>30</b> |
| SECTION 1         | MINUTE BOOK .....  | 30        |
| SECTION 2         | BOOKS AND RECORDS OF ACCOUNT .....   | 30        |
| SECTION 3         | ARTICLES OF INCORPORATION AND BYLAWS.....                                    | 31        |
| SECTION 4         | ANNUAL REPORT .....  | 31        |
| SECTION 5         | STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS .....                 | 31        |
| SECTION 6         | MEMBERS’ RIGHTS OF INSPECTION.....   | 32        |
| SECTION 7         | DIRECTORS’ RIGHTS OF INSPECTION.....   | 33        |
| SECTION 8         | CORPORATE SEAL .....   | 33        |
| <b>ARTICLE 13</b> | <b>EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.....</b>                     | <b>33</b> |
| SECTION 1         | EXECUTION OF INSTRUMENTS.....  | 33        |
| SECTION 2         | CHECKS AND NOTES .....   | 33        |
| SECTION 3         | DEPOSITS .....   | 34        |

|                   |   |           |
|-------------------|---|-----------|
| <b>SECTION 4</b>  | <b>GIFTS .....</b>                        | <b>34</b> |
| <b>ARTICLE 14</b> | <b>CONSTRUCTION AND DEFINITIONS .....</b> | <b>34</b> |
| <b>ARTICLE 15</b> | <b>AMENDMENTS TO BYLAWS.....</b>          | <b>34</b> |
| <b>SECTION 1</b>  | <b>AMENDMENT BY MEMBERS .....</b>         | <b>34</b> |
| <b>SECTION 2</b>  | <b>AMENDMENT BY DIRECTORS .....</b>       | <b>35</b> |

# HUNTINGTON BEACH PLAYHOUSE

## BYLAWS

### Article 1 CORPORATE NAME

The name of this Corporation is **Huntington Beach Playhouse** (the “Corporation”).

### Article 2 OFFICES

#### Section 1 *Principal Office*

The principal office for the transaction of the activities and affairs of the Corporation are located at 7272 Saturn Drive, Unit #C, Huntington Beach, California 92647. By resolution, the Board of Directors may establish other locations of the principal office at any place or places within or without the State of California as deemed necessary.

#### Section 2 *Other Offices*

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

### Article 3 OBJECTIVES AND PURPOSES

#### Section 3 *Specific Purposes*

(a) To act as a non-profit organization dedicated to the education and enrichment of the community through the theater arts.

(b) To encourage participation and appreciation of the dramatic arts by providing the community with access to high quality theatrical entertainment at prices that are affordable to all income levels without regard to age, race, gender, religion, physical or mental challenges.

(c) To encourage the development of new talent by showcasing original works by emerging scriptwriters through staged readings and theatrical productions.

(d) To produce and present for the cultural entertainment of the community both dramatic and musical productions.

(e) To accomplish these ends with enjoyment for all members and with the opportunity for all members to further develop their theatrical skills and to seek out new theatrical talents.

**Section 4**      *Limitations*

(a) The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. The Corporation is not organized for profit or organized to engage in any activity ordinarily carried on for profit. No part of the net earnings of the Corporation will benefit any private member or individual.

(b) This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Internal Revenue Code § 501(c)(3) or the corresponding provision of any future United States internal revenue law.

(c) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Society shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(d) Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

**Article 4**      **FISCAL YEAR**

The fiscal year of the Corporation shall be January 1 through December 31.

**Article 5 MEMBERSHIP**

**Section 1** *Eligibility*

Any interested person 18 years of age or older who timely pays membership dues, maintains Member in Good Standing status, and has not been suspended or expelled from membership within the prior five years is eligible to become a member. All memberships are individual; family, group or corporate memberships are not available. Memberships are not transferable or assignable.

**Section 2** *Classes of Membership*

There are presently three classes of voting membership, General, Angel and Lifetime.

(a) General Members. Any eligible person may be admitted as a General member.

(b) Angel Membership. Effective December 31, 1993, this class of membership has been closed to further membership. Existing Angel members in good standing are defined in Article 5, Section 7. This membership shall be extinguished from the bylaws when there are no longer any Angel Members registered on the membership list.

(c) Lifetime Members. Any individual who has served on the Board of Directors for 6 consecutive years of service or has been nominated and approved by 2/3 vote the Board of Directors may be admitted as a Lifetime member. Lifetime members in good standing are defined in Article 5, Section 7.

General, Lifetime and Angel members are “members” as defined in the California Corporations Code § 5056 and entitled to vote on those matters described in the California Corporations Code or in these bylaws

**Section 3** *Privileges of Membership*

(a) Members in good standing may vote on matters submitted for a vote of the members and are eligible to serve as a director or officer.

(b) All voting members shall receive any notices of meetings and reports required by these bylaws or as defined in the California Corporations Code .

(d) All members shall receive communications regarding items of importance occurring at the Corporation such as, the names of the persons elected to the Board of Directors, Committees, current and future productions, special events, scholarship awards and recipients, volunteers, and items needed by the Playhouse.



**Section 4**      *Term of Membership*

Each membership term shall begin on January 1st and end on December 31st.

**Section 5**      *Application for Membership*

All persons desiring membership shall complete and submit an application and dues payment to the Secretary, or the business manager/office manager, or designated party who will transmit the application(s) to the Board of Directors for consideration, approval of those applications which meet the eligibility requirements, and, when approved, addition to the Membership List. The Membership application shall be revised and approved by the Board of Directors annually to keep current with eligibility standards set forth.

**Section 6**      *Dues*

The Board of Directors shall annually set the dues for General Members. Lifetime and existing Angel members are not required to pay dues. Any member shall automatically be removed from the Membership List if the member fails to pay annual dues by March 31<sup>st</sup>). A member may be reinstated after nonpayment of dues.

**Section 7**      *Members in Good Standing*

Members who have paid the required dues in accordance with these bylaws and who are not suspended or expelled are members in good standing.

**Section 8**      *Termination of Membership*

A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership unless the membership is renewed on the renewal terms fixed by the board;
- (c) The member's failure to pay dues, fees and assessments as set by the board on or before March 31<sup>st</sup> of the year for which they are due;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (e) Termination of membership under Section 9 of this article.

**Section 9**      *Termination of Membership for Cause*

(a) *Grounds.* A member may be terminated, under Section 8(e) of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

(b) *Procedures for Terminating Membership.* If grounds appear to exist for terminating a member under this section of these bylaws, the following procedures shall be followed:

(1) The board shall give the member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the termination should occur.

(3) The board, committee, or designated party shall decide whether the member should be terminated. The decision of the board, committee, or designated party shall be final.

(4) Any action challenging the termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the decision of termination.

**Article 6**      **ANNUAL AND SPECIAL MEETINGS OF MEMBERS**

**Section 1**      *Annual Meetings*

An annual meeting of members shall be held during the first quarter of the calendar year, ending March 31<sup>st</sup>, or on a date to be determined by the Board of Directors, for the purpose of presenting the Corporation's Annual Report, electing directors, and such other proper business as may be transacted. A notice must be sent to the membership if the annual meeting shall be held beyond the first quarter of the calendar year.

**Section 2**      *Authority to Call Special Meetings*

The board or the chairman of the board, if any, or the president, or 5 percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.

**Section 3**      *Calling Special Meetings*

A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chair of the board, if any, or the president or any vice president or the secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section 9 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be not less than 35 or more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

**Section 4**      *Proper Business of Special Meeting*

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

**Section 5**      *Location of Members' Meetings*

Annual or special meetings of the members shall be held at any place within Huntington Beach, California designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of such designation, members' meetings shall be held at the Corporation's principal office.

**Section 6**      *Conduct of Members' Meetings*

Member's meetings shall be conducted on behalf of the Chairperson of the Board presiding, guided by an established agenda format not contrary to law or these bylaws. All meetings of members, Board of Directors and committees of the corporation shall be governed by parliamentary rules and usages as determined by the Board of Directors.

**Section 7**      *General Notice Requirements*

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 9 of this article, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. Except as provided in Section 4 and Section 8 of this article, any proper matter may be presented at the meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

**Section 8**      *Notice of Certain Agenda Items*

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a director without cause;
- (b) Filling vacancies on the board;
- (c) Amending the articles of incorporation; or
- (d) Voluntarily electing to wind up and dissolve the Corporation.

**Section 9**      *Manner of Giving Notice*

Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, by other means of written communication, charges prepaid, or by electronic transmission, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the Corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

- (a) Notice given by electronic transmission by the Corporation shall be valid only if:

(1) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation; (ii) posting on an electronic message board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(b) Notwithstanding the foregoing,

(1) An electronic transmission by this Corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in non-electronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (c) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the Corporation after either of the following: (i) the Corporation is unable to deliver two consecutive notices to the member by that means or (ii) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

**Section 10** *Affidavit of Mailing Notice*

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

**Section 11** *Quorum for Meeting of Members*

Thirty-three and one-third percent (33-1/3%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members.

**Section 12**     *Eligibility to Vote*

Subject to the California Nonprofit Public Benefit Corporation Law, General, Lifetime and Angel members in good standing on the record date as determined under Section 24 and Section 25 of this article shall be entitled to vote at any meeting of members.

**Section 13**     *Manner of Voting*

Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

**Section 14**     *Inspectors*

At any meeting of the members, the chairperson of the meeting may, or upon the request of any member, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts that are proper to conduct the election and voting with impartiality and fairness to all the members. The chairperson of the meeting may request a written report from the appointed inspectors which shall be signed by each appointed inspector.

**Section 15**     *Number of Votes*

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

**Section 16**     *Approval by Majority Vote*

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

**Section 17**     *Waiver of Notice or Consent*

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 8 of this article, the

waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

**Section 18** *Action by Unanimous Written Consent*

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

**Section 19** *Action by Written Ballot*

Any action that members may take at any meeting of members may also be taken without a meeting by complying with Section 20 through Section 23 of this article.

**Section 20** *Solicitation of Written Ballots*

This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation, and responses may be returned to the Corporation by electronic transmission that meets the requirements of these bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the Corporation. If the Corporation has 100 or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

**Section 21** *Number of Votes and Approvals Required*

Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate

that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

**Section 22** *Revoking Ballots*

A written ballot may not be revoked.

**Section 23** *Filing Ballots*

All written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records for at least five (5) years. The Filing and maintaining of Ballots may be saved electronically or digitally for the specified period.

**Section 24** *Record Date for Notice, Voting, Written Ballots and Other Board Actions*

For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for:

(a) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;

(b) Voting at a meeting shall be no more than 60 days before the date of the meeting;

(c) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

(d) Taking any other action shall be no more than 60 days before that action.

**Section 25** *Record Date for Actions Not Set by Board*

If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the date on which notice of the meeting is transmitted unless that day is more than 60 days from the date the meeting is to be held, in which case, the record date shall be 60 days from the date the meeting is to be held.



If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Section 24 and Section 25 of this article, a person holding a membership at the close of business on the record date shall be a member of record.

**Section 26**     *Members' Proxy Rights*

Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

**Section 27**     *Solicited Proxies*

If the Corporation has 100 or more members, any form of proxy distributed to 10 or more members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that a member marks "*withhold*," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

**Section 28**     *Subject Matter of Proxy to be Stated*

Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, in an election of directors, the proxy lists the persons who have been nominated at the time the notice of the vote is given to the members. Such matters include amendments to the articles of incorporation or bylaws changing proxy rights; certain other amendments of the articles of incorporation; removal of directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets, unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Corporation.

**Section 29**     *Revocability of Proxies*

No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. A validly executed proxy shall continue in full force and effect until either:

(a) It is revoked by the member executing it before the vote is cast under that proxy, (i) by a writing delivered to the Corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting; or

(b) Written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under the proxy is counted. A proxy may not be irrevocable.

**Section 30**     *Adjournment and Notice of Adjourned Meetings*

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

**Article 7**     **DIRECTORS**

**Section 1**     *General Corporate Powers*

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The board may delegate the management of the activities of the Corporation to any person or persons, Management Company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

## **Section 2**      *Specific Powers*

Without prejudice to the general corporate powers described in Section 1 of this article, and subject to the same limitations, the board shall have the following powers:

(a) *Officers, Agents and Employees.* At its pleasure, select, remove, and supervise all officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, recommend annual financial budgets to uphold, with the articles of incorporation, and with these bylaws; and fix their compensation.

(b) *Principal Executive Office.* Change the principal executive office or the principal business office in the State of California from one location to another; conduct activities within the State of California; cause the Corporation to be qualified to conduct activities in any other state and; and designate any place within the State of California for the holding of meetings.

(c) *Corporate Seal.* Adopt, make and use a corporate seal; and alter the form of the seal. Such seal shall be kept at the principal office of the Corporation.

(d) *Borrow Money.* Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(e) *Signatory for Contracts.* Authorize by specific resolution any officers, agents, or designated parties of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority must be confined to specific instances-

(f) *Signatory for Checks.* Authorize by resolution any officer, agents, or designated party of the Corporation to sign in a specified manner all checks, drafts or other orders for the payment of money, promissory notes or other evidences of indebtedness issued in the name of the Corporation. In the absence of such resolution by the board, they must be signed by two officers of the Corporation.

## **Section 3**      *Number of Directors*

The Board of Directors shall consist of not less than seven (7) members or more than fifteen (15) members unless changed by amendment to these bylaws. The exact number of Directors shall be fixed annually, within the limits specified in this section, by resolution of the board at its first board meeting of the year, and that number may not be changed except by membership approval.

**Section 4**      *Qualifications of Directors*

To serve as a director, the following qualifications shall be met:

(a) A director shall be a General, or Lifetime member in good standing.

(b) A director shall not be a regular, salaried employee of the Corporation, defined pursuant to Article 7, Section 4(e) below.

(c) No married spouse, domestic partner or family member as specifically defined pursuant to Article 7, Section 4(e) below, may be an employee of the Corporation unless approved by a 2/3 vote of the board of directors.

(d) The Board of Directors for the Corporation is considered to be a “*Working Board*” therefore, members of the board will be considered to perform other operational functions in the best interest of the Corporation based on their qualifications submitted, during their term of office.

(e) Members to be nominated for election as a director shall, prior to the election, submit to the Secretary an application listing their qualifications that will be of assistance the Corporation, along with a signed written disclosure of conflicts of interest on a form provided by the Secretary. Failure to submit a full and information along with the conflict of interest form may be cause for the disqualification of the nominee or, if elected, removal from the Board of Directors for conduct contrary to the best interests of the Corporation.

(f) Not more than 49 percent of the directors serving on the board may be interested persons as defined in California Corporations Code, §5227, is an “interested person” for the purpose of this subparagraph is:

- (i.) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise;
- (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.
- (iii.) Compensation, for the purposes of this subparagraph does not include reasonable compensation paid to a director for reimbursement of “*out of pocket expenses*” or being a replacement as further defined in Section 8 (a), below. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

**Section 5**      *Director's Terms of Office*

A director's first term of office shall be one (1) year; if again elected at the expiration of the one-year term, the director's term of office shall be two (2) years; and if again elected at the expiration of the two-year term, the director's term of office shall be three (3) years. There must be a one year hiatus before a director can serve beyond the term of office for three (3) years. A former director who has not served on the board for one year or more shall be eligible to serve the same sequence of terms: one year, two years and three years.

**Section 6**      *Nominations by Board*

At least ninety (90) days prior, to each annual general meeting of members at which directors are to be elected, the president with the consent of the Board of Directors shall appoint a nominating committee. The nominating committee shall nominate candidates who meets the eligibility requirements in Section 4 for each vacant director's seat and who have accepted their nomination. The chairperson of the nominating committee shall timely present the nominations to the Secretary so that notice of the nominees for election as directors may be given to members pursuant to Section 7 of Article 4. No nominations may be made by members in person or by proxy from the floor of the meeting at which directors are to be elected.

**Section 7**      *Conduct by Directors*

In addition to obligations imposed upon directors by law or other provisions in these bylaws, each director shall act on behalf of the Corporation and maintain its policies and purposes as its official representative. Directors shall conduct themselves at all times in a professional and courteous manner and treat all persons with dignity and respect in all business matters of the Corporation. Directors shall refrain from causing disruptions, obstructing governance of the Board of Directors either at meetings, or outside of meetings, and causing interference of corporate business. The Directors shall be governed by a spirit of cooperation, helpfulness and fairness in all dealings with members to the end that everyone will be better equipped through cooperative measures and exchange of ideas to better perform, function and to foster the advancement of the Corporation. Directors are required to attend the board meetings on a monthly basis. Any director, who fails to attend three consecutive Board of Director meetings during a calendar year without giving notice, shall be deemed to have resigned, subject to the discretion of the Board of Directors to modify or waive this provision upon a showing of good cause by the director.

**Section 8**      *Specific Prohibitions on Director's Conduct*

(a) A director may not be directly or indirectly compensated for services rendered to the Corporation, however, directors may be reimbursed for reasonable expenses incurred for the tax exempt purposes of the Corporation. Only at the

discretion of the board of directors, may a board of director be compensated for services rendered in the form of “*Creative Staff*”, or “*Production Staff/Run Crew*” as defined within the “*Production Show Budget*” for the Corporation as part of any or each production, or performance of plays as presented by the Corporation.

(b) A director may not be in conflict to hold the position as defined pursuant to Article 7, Section 4(e).

(c) Directors shall refrain from using association with the Corporation to attract business for personal financial gain in other lines of endeavor

(d) A director may only be removed for cause by the Board of Directors without a vote of the membership if the director fails or ceases to meet any required qualifications in effect during the director’s term.

**Section 9**      *Events Causing Vacancy on Board of Directors*

The Board of Directors may declare vacant the office of a director in the event of (a) the death, resignation or removal of any director; (b) the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if the Corporation holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under the California Nonprofit Public Benefit Corporations Law, Chapter 2, Article 3, commencing with Section 5230; (c) the vote of the members or, if the Corporation has fewer than 50 members, the vote of a majority of all members, to remove any director(s) without cause; (d) an increase in the authorized number of directors; (e) the failure of a director to attend three or more meetings of the Board of Directors during a calendar year; (f) the failure of a director to meet any required qualification in effect during that director’s term of office; or (g) a failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting. No reduction of the authorized number of directors shall have the effect of creating a vacancy by removing any director before that director’s term of office expires.

**Section 10**      *Resignation of Directors*

Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the California Attorney General.

**Section 11**     *Removal of Directors Without Cause*

If the Corporation has fewer than 50 members, a director may be removed without cause by a majority of all members. If the Corporation has 50 or more members, a director may be removed by approval of the members in accordance with Section 16 of Article 6.

**Section 12**     *Removal of Director for Cause*

A director may be removed for cause by a 2/3 vote of the Board of Directors for failing or ceasing to meet any of the qualifications stated in Section 4 or the standards of conduct set forth in Section 7 of this article. Any director who does not attend three or more meetings of the Board of Directors during a calendar year shall be deemed to have resigned subject to the discretion of the Board of Directors to waive this provision.

**Section 13**     *Appointment to Fill Vacancies on the Board of Directors*

If a vacancy is created by any event, the remaining directors then in office may appoint a new director to serve until the next annual meeting of the members, or if the number of directors then in office is less than a quorum, by a majority of the directors, or by the sole remaining director.

**Section 14**     *Place of Meetings*

Regular meetings of the Board of Directors may be held at any place within the State of California that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the board shall be held at any place within the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal office of the Corporation. Notwithstanding the provisions of this section, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the members of the board of directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

**Section 15**     *Meetings by Telephone and Other Means of Communication*

Any meeting, regular or special, of directors may be held by conference telephone or video screen communication, and all such directors shall be deemed to be present in person at such meeting so long as all directors participating in the meeting can hear one another. A Director participating in a meeting using electronic communication, other than conference telephone or video screen communication, shall be deemed to be present at such meeting if (i) each Director participating in the meeting can communicate with all the other Directors concurrently, and (ii) each Director is provided the means of participating in all

matters before the board, including without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the board.

**Section 16** *Regular Meetings of the Board of Directors*

The Board of Directors may annually set specified times and places for its regular meetings. Once the Board of Directors sets the time for regular meetings, each director shall be given notice, as specified in Section 18, of the time and place that regular meetings shall be held. Subsequent to such notice, regular meetings shall be held without call. If the Board of Directors changes the time and place of regular meetings, each director shall receive notice of the change. If the Board of Directors does not set a specified time and place for its regular meetings, meetings of the Board of Directors shall be considered Special Meetings and have the notice requirements of Section 18.

**Section 17** *Special Meetings*

Special meetings of the Board of Directors may be called at any time by the president or two directors to address issues of an urgent or unusual nature that cannot wait until the next regular meeting.

**Section 18** *Notice of Regular or Special Meetings*

Notice of the time, purpose and place of regular and special meetings shall be given to each director by one of the following methods: (i) by personal delivery or written notice; (ii) by first-class mail, postage paid; (iii) 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; or (iv) by telegram, charges prepaid. All such notices shall be given or sent to the director's mailing address, facsimile number, or email address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director. Notices sent by first class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, or telegraph shall be delivered, telephoned, tele-copied, or given to the telegram company at least forty-eight (48) hours before the time set for the meeting.

**Section 19** *Quorum*

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 21 of this article. For the purpose of this Section, a quorum is defined as a simple majority of the board of directors, including the chairperson, which exceeds 51% of the existing Board of Directors in attendance at a business, or designated special



meeting. Every act taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit for Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions between this Corporation and one or more directors or between this Corporation and any entity in which a director has a material financial interest (California Corporations Code §5233(d)(2)(C)), (ii) creation of, and appointment to, committees of the board (California Corporations Code §5212(a)), and (iii) indemnification of directors (California Corporations Code §5238(e)(1)). A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of some directors, if any action taken is approved by at least a majority of the required quorum for that meeting. No director may vote at any meeting by proxy.

**Section 20**     *Waiver of Notice*

The transactions 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 (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary of the Corporation either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the Corporation's records as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the Corporation's records as of the date of the protest.

**Section 21**     *Adjournment*

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

**Section 22**     *Conduct of Meetings*

Meetings of the Board of Directors shall be presided over by the Chairperson of the board, or, if no such person has been so designated or, in his or her absence,

the president of the Corporation or, in his or her absence, by a chairperson 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, or that in the absence of the Secretary; the presiding officer/director shall appoint another person to act as the recording secretary of the Meeting.

**Section 23**     *Action Without Meeting*

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all directors, individually or collectively, consent in writing to the action. Such action by unanimous 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.

**Article 8**     **COMMITTEES**

**Section 1**     *Committees of Directors*

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create one or more committees, including an executive committee, each consisting of two or more directors, to serve at the discretion of the board. The board shall appoint the committee chairperson and shall set the term of office for committee members. Committee members may be removed by a majority vote of all members of the committee if and when ratified by the board. Any such committee shall have all the authority of the board, to the extent provided in the resolution of the board, except that no committee, regardless of board resolution, may:

- (a) Fill vacancies on the Board of Directors or in any committee which has the authority of the board;
- (b) Amend or repeal bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the Board of Directors which by its express terms may not be amended or repealed;
- (d) Create any other committees of the Board of Directors or appoint members of committees of the Board of Directors;
- (e) Approve any transaction between the Corporation and a director in which one or more of its directors has a material financial interest; or
- (f) Expend corporate funds to support a nominee for director after more persons have been nominated than can be elected.

(g) With respect to any assets held in charitable trust, approve any contract or transaction between this Corporation and one or more of its directors or between this Corporation and an entity in which one or more of its directors have a material financial interest, subject to the approval provisions of California Corporations Code § 5233(d)(3).

**Section 2**      *Executive Committee*

There shall be a standing Executive Committee comprised of each of the officers of the Corporation which shall be chaired by the president. The Executive Committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the Executive Committee shall not have the authority of the board in reference to those matters enumerated in Section 1 of this article. All actions of the Executive Committee shall be reported to and ratified by the full board at the next duly scheduled board meeting.

**Section 3**      *Advisory Committees*

The board may create advisory committees or boards or commissions comprised of persons designated by the board which may, but need not, include directors as members. Advisory committees shall not have or exercise board authority but may make recommendations to the board or officers within the scope of their charter from the board. Chairpersons of advisory committees may attend and participate in board meetings but shall have no vote.

**Section 4**      *Meetings and Action of Committees*

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Section 14 of Article 7, 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 by resolution of the Board of Directors. Special meetings of committees may also be called by resolution of the Board of Directors. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Committee shall report to the Board of Directors from time to time as the board may require. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions by these bylaws, or, in the absence of rules adopted by the board, the committee may adopt such rules.

**Section 5** *Quorum Rules for Committees*

A majority of the authorized committee members shall constitute a quorum for the transaction of committee business, except to adjourn. A majority of the committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee, subject to the provisions of the California For Public Benefit Nonprofit Corporation law, including without limitation those provisions relating to (i) creation of, or appointment to, committees of the board, and (ii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 6** *Vacancies on Committees*

Vacancies in any committee may be appointed by the Board of Directors by persons qualified to serve on committees or advisory committees.

**Section 7** *Revocation of Delegated Authority*

The Board of Directors may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease but not below two (2) the number of its members, and fill committee vacancies from the members of the board.

**Article 9** **OFFICERS**

**Section 1** *Officer Positions*

The Corporation shall have as officers a President, Secretary, and Treasurer. The President may serve as the Chairperson of the board, at the discretion of the Board of Directors. The Corporation may also have, at the discretion of the Board of Directors, one or more vice presidents, one or more assistant secretaries, one or more assistant financial officers or treasurers, and such other officers as may be appointed in accordance with the provisions Section 2 of this article. The assistant secretary and assistant treasurer shall perform the duties of the treasurer only in their extended absence or inability to perform the responsibilities of their office. No person may hold more than one office at the same time.

**Section 2** *Qualifications of Officers*

Officers, when elected or appointed, must be and remain during their term members in good standing of the Corporation.

**Section 3**      *Election of Officers*

The officers of the Corporation, except those appointed in accordance with the provisions of Section 8, shall be elected annually by the Board of Directors, at a time to coincide with the annual meeting of the members, and each shall serve for a term of one (1) year or until their successor shall be elected, subject to the rights, if any, of an officer under any contract of employment.

**Section 4**      *Subordinate Officers*

The Board of Directors may appoint, and may authorize the Chairperson of the board or the President or another officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or as determined from time to time by the Board of Directors.

**Section 5**      *Compensation of Officers*

Officers shall not directly or indirectly receive any compensation as an officer from the Corporation.

**Section 6**      *Removal of Officers*

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the board, or at the annual meeting of the Corporation, or, except in the case of any officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

**Section 7**      *Resignation of Officers*

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

**Section 8**      *Vacancies in Offices*

The board shall appoint any officer to fill a vacancy in any office because of death, resignation, removal, disqualification, or any other cause. Vacancies may be filled for all or part of the remainder of the term of the officer being replaced.

**Section 9**      *Officer Responsibilities*

(a) *Chairperson of the board.* If such an officer be elected, the Chairperson of the board shall preside as required at the meetings of the Board of Directors and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors. If there is no President, the Chairperson of the board shall, in addition, be the chief executive officer of the Corporation and shall have the powers and duties prescribed in subparagraph (b) of this section.

(b) *President.* The President shall be the chief executive officer of the Corporation and, in general, shall supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and the President shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

(c) *Vice Presidents.* In the absence or disability of the President, or in the event of the President's inability or refusal to act, the vice presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, 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

(d) *Secretary.* The Secretary shall keep the minutes of the meetings and be the custodian of the minutes for the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be the custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

(e) *Treasurer.* The Treasurer shall be responsible for all funds and securities of the Corporation, receive and issue receipts for monies due and payable to the Corporation, deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as selected in accordance with the provisions of the Bylaws, submit monthly and annual financial reports as required by the Board of Directors; and perform such other duties as may be assigned to the Treasurer by the President, or by the Board of Directors.

**Section 10**      *Bond*

If required by the Board of Directors, the Treasurer and/or any Officer with Fiduciary Responsibilities shall furnish the Corporation a surety 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

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 10      TRANSACTIONS WITH DIRECTORS OR OFFICERS**

**Section 1      *Contracts with Directors and Officers***

The Corporation shall not be a party to any contract or transaction:

(a) In which one or more of its directors or officers has a material financial interest, or;

(b) With any Corporation, firm, association, or other entity in which one or more directors or officers has a material financial interest, or;

(c) With any Corporation, firm, association, or other entity in which one or more of its directors or officers is an owner, partner, director, officer, employee or member; unless:

(1) The material facts concerning the contract or transaction and such director's or officer's financial interest or common directorship or officership are fully disclosed in good faith prior to the board's consideration of such contract or transaction, and are noted in the minutes;

(2) Prior to authorizing or approving the contract or transaction, the board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances;

(3) The Corporation enters into the contract or transaction for its own benefit;

(4) The contract or transaction is fair and reasonable to the Corporation; and;

(5) Such contract or transaction is authorized or approved in good faith by a majority of disinterested directors at the meeting with any interested directors abstaining from voting, provided that majority has decision making authority under the quorum provisions of Section 19 of Article 7.

(d) A director or officer of this Corporation shall not be deemed to have a "material financial interest" in a contract or transaction:

(1) that fixes the compensation of a director as a director or officer;

- (2) that is authorized by the Board of Directors in good faith and without unjustified favoritism, and results in a benefit to a director or their families because they are in the class of persons intended to be benefited by the charitable program of this Corporation; or
- (3) in which the interested director has no actual knowledge of the transaction, and it does not exceed the lesser of one (1) percent of the gross receipts of the Corporation for the preceding year or \$100,000.

**Section 2**     *Loans to Directors and Officers*

This Corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the Corporation or of its parent, affiliate, or subsidiary unless (a) the board decides that the loan or guaranty may reasonably be expected to benefit the Corporation, and (b) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the vote of the director or officer, if a member, or the vote of a majority of the directors then in office, without counting the vote of the director who is to receive the loan or guaranty.

**Article 11**     **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

**Section 1**     *Indemnity*

The Corporation shall indemnify its directors, officers, employees, volunteers, and agents according to the following provisions:

**Section 2**     *Definitions*

For purpose of this Article,

(a) “Agent” means any person who is or was a director, officer, employee, volunteer, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, volunteer, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, volunteer, or agent of a foreign or domestic Corporation that was a predecessor Corporation of this Corporation or of another enterprise at the request of the predecessor Corporation;

(b) “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his position or relationship as Agent and all



attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article.

**Section 3**     *Successful Defense by Agent*

To the extent that an Agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 4 and Section 5 of this article shall determine whether the Agent is entitled to indemnification.

**Section 4**     *Actions Brought by Persons Other than the Corporation*

Subject to the required findings to be made pursuant to Section 5, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an Agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding. Notwithstanding the foregoing, no indemnification shall be permitted under this article for any action brought by, or on behalf of this Corporation, or by an officer, director or person granted "relator status" by the Attorney General, or by the Attorney General on the grounds that the defendant director was or is engaging in self-dealing within the meaning of the California Nonprofit For Public Benefit Corporation Law § 5233, or by the Attorney General, or person granted "*relator status*" by the Attorney General for any breach of duty relating to assets held in charitable trust.

**Section 5**     *Action Brought by or on Behalf of the Corporation*

(a) *Claims Settled Out of Court.* If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses reasonably incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) *Claims and Suits Against Agent.* This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(1) The determination of good faith conduct required by Section 6 of this article must be made in the manner provided for in that section; and

(2) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

**Section 6**     *Determination of Agent's Good Faith Conduct*

The indemnification granted to an Agent in Section 3 and Section 4 is conditioned on the following:

(a) *Required Standard of Conduct.* The Agent seeking reimbursement must be found, in the manner described in subparagraph (b) of this section to have acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) *Manner of Determination of Good Faith Conduct.* The determination that the Agent did act in a manner complying with subparagraph (a) of this section shall be made by:

(1) The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(2) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by this Corporation.

**Section 7**     *Limitations*

No indemnification or advance shall be made under this Article, except as provided in Section 3, Section 4 or Section 5 in any circumstances when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles of incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in

which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 8** *Expense Advances*

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

**Section 9** *Contractual Rights of Non-Directors and Non-officers*

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

**Section 10** *Insurance*

This Corporation shall have the right, and shall use its best efforts, 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.

**Article 12** **CORPORATE RECORDS, REPORTS AND SEAL**

**Section 1** *Minute Book*

The Corporation shall keep a minute book in written form at its principal office which shall contain a record of all actions by the board or any committee including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting of the board or the executive committee thereof; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; all written consents for action without a meeting; all protests concerning lack of notice; and formal dissents from board actions.

**Section 2** *Books and Records of Account*

The Corporation shall keep adequate and correct books and records of account to be kept at its principal office. "Correct books and records" includes, but is not

necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

**Section 3** *Articles of Incorporation and Bylaws*

The Corporation shall keep at its principal office, the original or a copy of its articles of incorporation and bylaws as amended to date.

**Section 4** *Annual Report*

The board shall cause an annual report to be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the Corporation's books and records;

(b) A statement of the place where the names and addresses of current members are located; and

(c) Any information required by these bylaws.

This Corporation shall annually notify each member of the member's right to receive a copy of the financial report. Except as provided in the next paragraph of this article, on written request by a member, the board shall promptly cause the most recent annual report to be sent to the requesting member. If the board approves, the Corporation may send such report and any accompanying material by electronic transmission.

This Section shall not apply if the Corporation receives less than \$25,000 in gross revenues or receipts during the Corporation's fiscal year.

**Section 5** *Statement of Certain Transactions and Indemnifications*

As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall within 120 days after the end of the Corporation's fiscal year annually prepare and mail, deliver, or send by electronic transmission to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds:

(a) any transaction (i) to which the Corporation, its parent, or its 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 a

number of such transactions with the same interested person involving, in the aggregate, more than \$50,000. For this 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 member of more than 10 percent of the voting power of the Corporation.

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 interested person is a partner, only the interest of the partner need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Article 10, unless the loan, guaranty, indemnification, or advance has already been approved by the members under California Corporations Code § 5034.

## **Section 6** *Members’ Rights of Inspection*

Unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member’s interest as a member, but must not in any way be contrary to the best interest of the Corporation :

(a) Inspect and copy the records containing members’ names, addresses, and voting rights during usual business hours on ten (10) days’ prior written demand on the Corporation, which must state the purpose and benefit relating to member for which the inspection rights are requested; or

(b) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable fee, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose and benefit to the member as designated in Article 12, Section 6 for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten business days after receiving a demand under this section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer

must be in writing and must state the reasons the proposed alternative does not meet the appropriate purpose of the demand, in accordance with California Corporate Code § 6330 (b) (1) and §6331 (a).

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, and will not be used in the best interest of the Corporation, or if it provides a reasonable alternative under this section, it may deny the member access to the membership list.

Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

**Section 7**      *Directors' Rights of Inspection*

Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and its records. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents in accordance with California Corporations Code § 6810-6811 for cause.

**Section 8**      *Corporate Seal*

The Board of Directors 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.

**Article 13**      **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 1**      *Execution of Instruments*

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee 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*

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes,

orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by either the Treasurer, the President, or other officers as designed by resolution adopted by the Board of Directors.

**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 of Directors may select from time to time.

**Section 4**     *Gifts*

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation and may, by resolution, establish a gift acceptance policy establishing the types of gifts that may be accepted and the terms upon which they will be accepted.

**Article 14**    **CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Corporations Code § 5150-5153, shall govern the construction of these bylaws.

**Article 15**    **AMENDMENTS TO BYLAWS**

**Section 1**     *Amendment by Members*

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members; provided however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

(a) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;

(b) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;

(c) Increase or decrease the number of memberships authorized for that class;

(d) Increase the number of memberships authorized for another class;

(e) Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or

(f) Authorize a new class of memberships.

Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

**Section 2**     *Amendment by Directors*

Subject to the members' rights under Section 8 of Article 6, the board may adopt, amend, or repeal bylaws unless doing so would:

(a) Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;

(b) Increase or decrease the number of members authorized in total or for any class;

(c) Cause an exchange, reclassification, or cancellation of all or part of the memberships;

(d) Authorize a new class of membership;

(e) Increase or extend the terms of directors;

(f) Allow any director to hold office by designation or selection rather than by election by the members;

(g) Increase the quorum for members' meetings;

(h) Repeal, restrict, create, expand, or otherwise change proxy rights; or

(i) Authorize cumulative voting.



**CERTIFICATE OF SECRETARY**

The undersigned Secretary of the Huntington Beach Playhouse, a California nonprofit public benefit Corporation, hereby certifies that these bylaws, consisting of Thirty-six (36) pages, are the bylaws of this Corporation as adopted by the members on [month] [day], 2015; and that these bylaws have not been amended or modified since that date.

Executed on [month][day], 2015 at Huntington Beach, California.

---

Secretary