International Food Wine and Travel Writers Association (IFWTWA)

ARTICLES

ARTICLE I. PURPOSE

1.01. This Corporation is organized under the California Nonprofit Mutual Benefit Corporation Law. Specific purposes of this Corporation are as follows:

a. To provide a gathering point and resource base for an active membership composed of professionals engaged in the food, wine, travel, and hospitality industries;
b. To utilize local, national, and international media in providing knowledge and constructive evaluations that serve the public interest in food, wine, travel, and hospitality;
c. To sustain a prestigious outlet for recognition of achievement through such Awards and Certificates as the Corporation may authorize;
d. To enhance the growth of professionalism by providing seminars, conferences and workshops related to food, wine and travel journalism, and by awarding scholarships or supporting research and professional development within the food, wine, and hospitality industries.

ARTICLE II. OFFICES

2.01. The principal office of the Corporation is at 1142 South Diamond Bar Boulevard #177, Diamond Bar, CA 91765-2203. The Board of Directors is empowered to change its location, and add additional offices, from time to time. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE III. MEMBERS

Classification and Qualification of Members

3.01. The Corporation shall have five (5) classes of members, as follows: Regular, Associate, Conditional, Student, and Honorary. All but Honorary and Conditional shall have the voting powers set forth in Section 4 of these Bylaws. Honorary, Student and Conditional members shall not be eligible for office or voting members of the Board of Directors, nor shall they be eligible for Conferences or Press Trips through the Corporation, unless space is available after all replies have been processed from Regular and Associate members and host acceptance has been confirmed. In any communication, within or outside the Corporation, in which membership in the Corporation is stated, Conditional and Student members must identify themselves as such, and not misrepresent their status in the Corporation. In all other respects, the rights, and interests of each member, regardless of classification in the Corporation, are equal, except as stated in this Section.

Eligibility for Membership

3.02. The following persons are qualified to be members of the Corporation:

3.02.1. Any person over age twenty-one (21) is qualified for any category of membership in the Corporation except for student members who may be over the age of eighteen (18).

3.02.2. A candidate for Regular or Student or Conditional membership in the Corporation should have a discerning interest and broad experience in the industries, as previously described, and should be seriously engaged in the communication of this interest and experience to the public.

3.02.3. Regular members are writers, editors, broadcasters, bloggers or photographers who: (a) are the designated editor or broadcaster for a publication, Website , blog or TV/ radio station ; or (b) write, publish, broadcast, blog or photograph professionally in a staff or freelance capacity to an extent that satisfies the IFWTWA Board of Directors.

Regular members shall have been publicly photographing, publishing, editing, blogging, or writing in the industries for at least one (1) year prior to membership and must continue writing, photographing, publishing, blogging, or editing a minimum of 4 times per year during their membership.

The Board of Directors reserves the right to consider special circumstances and other media when giving approval for regular membership.

3.02.4. Any person may become a Regular or Associate member by satisfying the relevant requirements of Section 3.03. Associate members shall be persons employed in the travel, restaurant and other hospitality industries.

3.02.5.1 Any person who has made an unusually significant contribution to the Corporation or has achieved distinction in the fields of food, wine, or travel, having given their consent, may be elected to Honorary membership by approval of the Board of Directors.

3.02.6 Conditional members are those in either of two categories:

1) Journalists who have published in other areas, but who have not produced enough on food, wine or travel to pass an audit, or;
2) Those who have previously qualified as Regular members but would not pass a current audit, due to some change in their circumstances. A Regular member who does not pass an audit can be offered Conditional membership, which may be sustained until that member can re-qualify for Regular membership. A Regular member who anticipates not publishing enough to pass an audit may so inform the Corporation, and voluntarily change status to Conditional. If the annual fee for Conditional members is lower than for Regular members, that reduction will become effective in the year following the change, but not entitle the member to a refund of dues already paid for that year.

3.02.7 A Student member is one who is enrolled as a journalism, hotel and hospitality, communications, culinary sciences, etc. student in an institution of higher learning and is eighteen years of age or older. The application for this class of membership shall include evidence of student status from the institution. Student status can be sustained for a maximum of five (5) years, after which any renewal must be either a Conditional or Regular member, subject to the requirements of Section 3.03.

3.03. Candidates for Regular, Student, Conditional and Associate membership shall apply by submitting an application to the Corporation on a form provided by the Corporation, along with whatever supporting documentation the Board shall determine necessary to qualify for the category applied for. The application shall be accompanied by payment of the initiation fee and first year's dues determined by the Board to be in effect at the time of application.

3.03.1. The application shall include a copy of the Association's Code of Professional Conduct and shall require the applicant to sign a commitment to abide by it as an ongoing condition of membership. Renewal applications shall also include this commitment.

3.03.2. Once the application has been vetted by the membership chairperson and approved by the Board of Directors, the membership shall be notified, via the Newsletter, of the approval.

3.03.3. The Board shall establish minimum criteria for Regular, Student, Conditional and Associate membership, which will be stated on the respective application forms. The Board shall also establish a program for periodic recertification of Regular members, to assure those selected meet the same standards as required for new member applicants. The number or percentage of the membership to be audited annually may be set or changed by the Board of Directors.

Directors shall be audited at the time of applying for office, and at intervals no less frequent than other members.

3.04. Fees and dues shall be payable from time to time as fixed by the Board of Directors:

3.04.1. The Directors are authorized to fix an amount for dues from time to time and make them payable at such time, times, or intervals, and on such notice as they may prescribe.

3.04.2. Memberships shall be non-assessable.

Corporate Records

3.05. The Corporation shall keep adequate records of account and written minutes of the proceedings of its Board, members and committees. The Corporation shall publish a financial statement each year, within sixty days of filing its annual tax return. The Corporation shall also keep a current membership list, including the name, address, phone, fax and electronic mail numbers and class of each member. Termination of the membership of any member shall be recorded in the membership list, along with the date such membership ceased. All such records shall be available for inspection by the members within 5 business days of request, and shall be written or in a form capable of being converted into written form.

Inspection Rights of Membership

3.06 Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the California Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the California Corporations Code, and unless a Corporation provides a reasonable alternative as permitted by Section 3.06.2 of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

a. Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or
b. Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, an electronic list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

3.06.1. The rights of inspection set forth in Section 3.06 of these Bylaws may be exercised by the following:

a. Any member, for a purpose reasonably related to such person's interest as a member; and
b. The authorized number of members for a purpose reasonably related to the members' interest as members.

3.06.2. The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 3.06 of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 3.06 of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 3.06 of these Bylaws.

Non-liability of Members

3.07 A member of the Corporation shall not solely because of such membership be personally liable for debts, liabilities, or obligations of the Corporation.

Termination of Membership

3.08 The termination of membership in the Corporation will be effected by the following:

3.08.1. Membership of any member of the Corporation shall automatically terminate (a) on the member's written request for such termination delivered to the President or Secretary of the Corporation personally, by facsimile, electronic mail, or by United States mail, or (b) on the member's death.

3.08.2. Membership of any member who fails to pay dues when they become due, and subsequent to the delinquent date set therefore, shall automatically terminate provided that written notice is given to the member personally communicating such dues were due and payable, or by United States mail, or by facsimile, or electronic mail within ten (10) days before the due

date specified hereinabove. In the event that such written notices is not given as herein required, then such membership shall automatically terminate for nonpayment of dues, only if they are not fully paid within thirty (30) days after such written notice is eventually given and delivered to the member in person, by facsimile, electronic mail, or deposited in the United States mail, postage prepaid, and sent to the member's address as it appears on the books of the Corporation.

3.08.3. All rights of the member shall cease on termination of membership as herein provided, or upon suspension or expulsion pursuant to Section 3.09. If any document of membership has been issued, it shall be returned to the Corporation for cancellation. Any member upon termination shall immediately cease the use of any business cards, stationery or any other document which represents him to be a member of the Corporation.

3.08.4. Any member terminated under this Section may reapply and be readmitted by meeting the requirements of Section 3.03.

Suspension and Expulsion of Members

3.09 A member of the Corporation in any category may be fined, suspended or expelled for cause by majority vote of the Board of Directors, pursuant to the following procedure:

1. The Board, or a designated committee, shall notify the member in writing of the charge(s) or basis for action.

2. The member shall have 30 days to submit documents to rebut the allegations. Upon request, and for good cause, the Board may allow the member such additional time as is reasonably necessary to gather and submit evidence.

3. The member may request to appear in person, by teleconference, on online chat conference, before the Board to rebut the allegations, including the right to bring supporting witnesses.

4. If no appearance is requested, or if the member does not appear, the Board shall vote, based on the existing evidence and the report of whoever conducted any investigation.

5. If the member appears, the Board shall conduct an informal hearing, to receive any relevant information offered. The Board may vote at that time, take the matter under advisement, or extend the time for receipt of evidence, as it deems warranted.

6. The Board shall promptly notify the member in writing of its decision. A fine, suspension or expulsion shall be effective immediately upon receipt by the member of the Board's decision.

3.09.1. A suspension may be complete or partial, or for any period of time the Board deems appropriate for the violation(s). An expulsion shall render the member ineligible for readmission for at least one year following the effective date of the expulsion.

3.09.2 "Cause," as used herein, includes the failure of the member to abide by the Articles of Incorporation, Bylaws or Code of Professional Conduct of the Corporation; or the commission of

some act(s) prejudicial to the purpose of the Corporation.

3.09.3. All rights of the member in the Corporation shall cease on the member's expulsion.

Transferability of Membership

3.10. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

ARTICLE IV. MEETINGS OF MEMBERS

Place of Meeting of Members

4.01. Meetings of the membership shall be held at such places as may be designated from time to time by the Board of Directors.

Regular and Annual Meetings

4.02. The members shall meet annually at a time and selected by the Board of Directors for the purpose of transacting such business as may come before the meeting and electing Directors every second year. If the election of Directors shall not be held at any such annual meeting or at an adjournment thereof, or if such meeting is not held, the Board of Directors shall cause the election to be held by written ballot sent to each voting member by electronic mail or the United States mail, postage prepaid, addressed to the member's address as it appears on the books of the Corporation and returned within twenty (20) days after each mailing. If the day fixed for the annual meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

Special Meetings

4.03. Special meetings of members shall be called by the President, by the Secretary, or by any three Directors of the Corporation, or by a petition signed by five percent of the voting members on no less than ten (10) days' written notice to the membership, as set forth in 4.04.

Notice of Meetings

4.04. Written notice of the time and place (and, in the case of Special Meetings, the general nature of the business to be transacted) of every meeting shall be delivered personally to each voting member by first-class mail, fax, electronic mail, or by publication in the Corporation newsletter at least ten (10) days prior to said meeting. Membership addresses shall be available online at the Corporation website www.ifwtwa.org "Members only" for anyone attempting to call a meeting pursuant to 4.03.

Quorum

4.05. A quorum at any meeting of members shall consist of 33-1/3 percent of the voting power, represented in person.

Adjournment for Lack of Quorum

4.06. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of the majority of the voting members present in person or by proxy, but no other business shall be transacted except as provided in Section 4.08.

Notice of Adjourned Meeting

4.07. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by an announcement when the adjournment is taken.

Loss of Quorum

4.08. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjourned notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Voting

4.09. Voting at a meeting of members shall be conducted as follows:

4.09.1. Each member is entitled to one (1) vote. Voting at meetings shall be by voice vote, except as otherwise expressly provided in these Bylaws. Election of Directors shall be by ballot. Any vote may be conducted by postal mail, fax, electronic mail, or telephone.

4.09.2. No single vote may be split into fractional shares. In elections of Directors, the candidates receiving the highest number of votes are elected, except as otherwise provided in these Bylaws.

Conduct of Meetings

4.10. Meetings of members shall be presided over by the President or, if absent, by the Vice-President. If all are absent, by a chairperson chosen by a majority of the voting members present in person or by proxy. The Secretary shall act as secretary of all meetings of members; in his/her absence, the presiding officer shall appoint an Acting Secretary for the meeting.

Written Consents

4.11 Whenever the law, the Articles of Incorporation of this Corporation, or these Bylaws authorize members to give their written assent or consent to action of the Corporation in lieu of attending and voting at duly held meetings, such written consents may be given by, and shall be accepted from persons who are voting members, as shown by the books of the Corporation, at the time their consents are given. Any member giving a written consent, may revoke the consent prior to the time that written consents of the number required to authorize the proposed action have been filed with the Secretary of the Corporation, but may not do so thereafter.

Action Without Meeting by Written Ballot

4.12. Any action without a meeting is authorized if by written ballot as follows:

4.12.1 Any action which may be taken at a meeting of members may be taken by ballot, subject to the following requirements:

a. The Corporation distributes a written ballot to every voting member, indicating the number of responses needed to meet the quorum requirement and, other than the vote for election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. It shall also state the time by which the ballot must be received to count;
b. Any action which may be taken at any regular or special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements;
c. The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
d. The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Voting for Directors by Written Ballot

4.15. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withheld" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

4.15.1. A written ballot may not be revoked.

ARTICLE V. DIRECTORS

Number of Directors

5.01. The Corporation shall have up to thirteen (13) Directors, collectively known as the Board of Directors. The number may be changed by amendment, alteration or repeal of this Bylaw, but at no time shall the number of directors be fewer than five (5).

Collective Action

5.01.1 One seat on the Board shall be reserved for an Associate Member. One seat shall be reserved for non-U.S. Regular members. If no one applies for either position, the membership shall be advised, so that members in these categories shall have an additional opportunity to apply. If there is no applicant within thirty (30) days after such notice, the Board shall fill that vacancy with an appointment of any Regular or Associate member, whose term shall run only until the next election.

Clarification of Titles

5.02. The words “Directors” and “Board” as used in the Articles of Incorporation of this Corporation and in these Bylaws are in relation to any power or duty requiring collective action and mean “Board of Directors.”

Power of Directors

5.03. The powers of the Directors shall be as follows;

5.03.1. Subject to any restrictions or limitations imposed by law, by the Articles of Incorporation, or by these Bylaws, the powers of the Corporation are vested in the Board of Directors which may delegate the performance of duties and exercise of power to officers and agents of the Corporation from time to time as it shall by resolution determine.

5.03.2. The Board of Directors shall administer the business of the Corporation and shall have full authority to act so long as such action is not inconsistent with the Bylaws, where such action is necessary prior to the next regular meeting of the membership.

Duties of Directors

5.04. It shall be the duty of the Directors to:

5.04.1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.

5.04.2. Prescribe the duties and fix the compensation, if any, of all agents and employees of the Corporation.

5.04.3. Supervise all officers, agents, and employees of the Corporation to assure that their duties are properly performed.

5.04.4. Require that special meetings of members be called whenever and as often as they deem necessary and whenever demanded by the required number of members as in these Bylaws provided.

5.04.5. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed, sent by mail, facsimile, or electronically emailed to them at such addresses shall be valid notices thereof.

Qualifications

5.05. Any voting member, who has been a Regular or Associate member in good standing for at least 24 months preceding the election, and has qualified through an audit within one (1) year before applying for the position and signs a Board of Directors Expectation form is eligible to be elected or appointed to the Board of Directors.

Associate members need not satisfy the audit requirement. In cases of vacancies between

elections of the Board, where there is no qualified member to fill a Board opening, the Board may, at its discretion with a 2/3's majority, waive the audit and tenure requirement.

However, no two members of the same family, or employees of the same publication can be on the Board at any given time. No more than twenty percent of the Board can be Associate members. Board members must have electronic means of communication – i.e. fax, Skype and email. No Associate Member is eligible for the Presidency or Vice-Presidency.

Associate Members shall be, in all other respects, equal to the other Directors in scope of authority and responsibility.

5.05.1 In the event of a merger or induction, or cooperative agreement with another association, or formation of a regional chapter, in order to preserve management diversity, not more than two members from that other association/chapter may serve on the board at one time.

Nomination

5.06. Any person qualified to be a Director under Section 5.05 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

If fewer than two each, among Associate and non-United States Members seek those Board positions, the Secretary shall notify all Associate and non-United States Members of that fact, allowing an additional fifteen days from the close of nominations for any of them to apply. If still too few are nominated to fill the positions, then those positions for which there is no candidate shall remain vacant until the new Board is elected, at which time it shall fill the vacancy(ies) as set forth in Section 5.09.

Election

5.07.1 Elections shall be held every two years. Directors will be elected to four-year terms, staggered as set forth in these Bylaws. If the number of authorized Board members is changed, pursuant to Section 5.01, terms: the same proportion of staggered terms shall be maintained. The procedure, except for elections to the terms beginning in 1997, shall be as follows: the top vote getter among Associate Member candidates and non-United States candidates shall be elected to those designated seats. Among the other Regular Member candidates, (including non-United States candidates), the remaining vacancies shall be filled by the highest vote recipients, in order.

If an Associate Member is among that remaining group, he/she may be elected to the Board, so long as that election does not exceed the maximum percentage of Associate Membership on the Board. There is no limitation on the number of non-United States Regular Members who can be elected to the Board.

Elections shall be concluded by December 1 of each year in which they are held, so the new Board can meet transitionally with the outgoing Board during December (in person or by teleconference), elect officers (on voting only by those who will serve on the new Board), and assume office between December 1 and January 1 of the following year, or the date the election is certified whichever is sooner.

5.0.7.2 If a Board member, who is also an officer, vacates office, their terms (on the board and as an officer) will both expire on the date the board member vacates the office of Board member and the Board is authorized to appoint a replacement for the remaining portion of that term.

5.0.7.3 If the number of candidates does not exceed the number of vacancies on the Board, the old Board may decide by 2/3 majority to cancel the election and declare all the candidates elected, and what terms they each will serve to preserve staggered elections.

5.0.7.4 The new Board members may decide by 2/3 majority to table the election of officers to the month of January of the following year, if they deem it necessary, and those officers still on the board may remain in office, but the election of new officers shall be complete and certified and officers installed by January 31, even if such postponement is chosen.

Vacancies

5.09. Vacancies on the Board of Directors shall exist (1) on the death, removal or resignation of any Director and (2) whenever the number of Directors authorized is increased.

5.09.1. The Board of Directors may declare vacant the office of a Director if declared of unsound mind by an order of court, convicted of a felony, or if within sixty (60) days after notice of selection, the elected Director does not accept the office either in writing or by attending a meeting of the Board of Directors.

5.09.2. All vacancies shall be appointed by a majority of the remaining Directors, though less than a quorum, as hereinafter defined, or by the sole remaining Director. Any person appointed by the Board of Directors to fill a vacancy shall have the same qualifications as are required of the Director whose office is vacated.

5.09.3. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, it shall appoint a successor to take office when the resignation becomes effective.

5.09.4. A person appointed to fill a vacancy on the Board of Directors shall hold office for the unexpired term of the predecessor or until the Directors death, resignation, or disability as in these Bylaws provided.

Reduction of Number

5.10. A reduction of the number of Directors authorized shall not result in the removal of any Director prior to the expiration of the Director's term of Office.

Compensation of Directors

5.11. No member of the Board of Directors shall receive any compensation from the Corporation, waiver of fees, etc. for their service on the board. Board members, however, are eligible for the same benefits as any other member. However, the Board may approve reimbursement of expenses a Board Member encounters when traveling or spending money on marketing on behalf of the Board and Corporation.

Meetings

5.12. Meetings of the Board of Directors shall be conducted as follows:

5.12.1. Meetings shall be held in person, by teleconference, by electronic mail, or online chat conference as designated by resolution of the Board of Directors. Special meetings of the Board may be called by the President, or if absent, or unable, or refuses to act, by any Vice-President, or by any three Directors. Such meeting shall be held in person or by teleconference or by electronic mail or by online chat conference upon a minimum of 48 hours' notice to all Directors by the means listed in this section.

5.12.2. The Secretary or other person designated by the President, or whomever calls the meeting, shall deliver written notice of the time and place of meetings to each Director by mail, telephone, fax, or email at least ten (10) days prior to the date of the meeting, or two (2) days prior to Special meetings under Section 5.12.1.

5.12.3. A majority of the existing number of Directors constitutes a quorum for transaction of business.

5.12.4. Every act or decision done or made by a majority of the Directors present in person at a meeting duly held at which a quorum is present in person is the act of the Board of Directors, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number.

5.12.5 The transactions of any meeting of the Board, however called or noticed, or wherever held, are as valid as though the meeting had been held under proper call and notice, provided a quorum is present and provided that either before or after the meeting each of the Directors not present signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

5.12.6 Except as otherwise expressly provided in these bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present in person and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present in person at such meeting may adjourn from time to time until the time is fixed for the next regular meeting of the Board.

5.12.7. Meetings shall be presided over by the President of the Corporation or, if absent, by a Vice-President, or in the absence of both, by a chairman chosen by a majority of the Directors present. The Secretary of the Corporation shall act as secretary of the Board of Directors. In case the Secretary is absent from any such meeting, the presiding officer may appoint any person to act as secretary for the meeting.

Action by Unanimous Written Consent Without Meeting

5.13. Any action required or permitted may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such action by written

consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to the action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

Liability of Directors

5.14. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Removal of Directors

5.15. The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the voting members of the Corporation. If any or all Directors are so removed, new directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be appointed as provided in Section 5.9 hereof.

Indemnity by Corporation for Litigation Expenses of Officer, Director, or Employee

5.17. Should any person be sued either alone or with others because that person is or was a Director or Officer of the Corporation in any proceeding arising out of that person's duties or out of any alleged wrongful act against the Corporation or by the Corporation, indemnity for reasonable expenses, including attorneys' fees incurred in the proceeding for that person's defense, may be assessed against the Corporation, its receiver, or its trustee, by the court in the same or a separate proceeding if (1) the person sued is successful in whole or in part, or the proceeding is settled with the approval of the court, or (2) the court finds that person's conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

ARTICLE VI. OFFICERS

Number and Titles of Officers

6.01. The regular elected officers of this Corporation shall be a President, First Vice-President, Second Vice President, Treasurer and Secretary. All officers shall be elected from the Directors by the Board of Directors. The Board shall appoint such other officers as the Board may in its discretion from time to time desire. One (1) person may hold two (2) or more offices, but the President cannot serve as either Secretary or Treasurer.

Election and Term of Office

6.02. Each regular officer shall be chosen every two (2) years by the Board of Directors as set forth in Section 5.07, by written ballot, pursuant to Section 4.09 of these Bylaws. However, if the

December meeting is by teleconference, voting may be done by voice-vote and proxies which comply with Section 5.16. Each such officer shall hold office until the officer resigns, or is removed, or is otherwise disqualified to serve, or until the officer's successor shall be elected, whichever occurs first. Other officers appointed by the Board shall serve such terms, have such authority, and perform such duties as are provided in these Bylaws, or as may be prescribed from time to time by the Board.

Removal and Resignation

6.03. Any officer may be removed, for cause, by two-thirds of the Directors at any time while in office. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of the resignation by the Board shall not be necessary to make it effective. Any officer may resign from that office without resigning from the Board. An officer who resigns from the board may not serve as an officer. A board member’s term expires the date their resignation takes effect (should they resign), when the election for their office is certified, or on January 1, whichever is sooner.

Vacancies

6.04. Any vacancy caused by the death, resignation, removal, or otherwise of any officer shall be filled by the Board of Directors for the unexpired portion of the term, except that the Vice President shall automatically become President, and relinquish the position of Secretary or Treasurer, if also held by that person at the time of transition.

Duties of President

6.05. The President shall be the chief executive officer of the Corporation and shall, in general, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Corporation, and the President shall appoint all committee chairpersons. The President shall preside at all meetings and appoint such special committees subject to the approval of the Board of Directors as are necessary to the work of the organization. The President shall have such other powers and perform such other duties as may be imposed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board of Directors.

Duties of the Vice-Presidents

6.06. The First Vice-President shall, in the absence or disability of the President, or in the event of the President's refusal to act, perform all duties of the President, and when so acting, shall have the powers of, and be subject to the restrictions of the President. The Vice-President shall serve as program chairman. The Vice-President shall have such other powers and perform such other duties as may be imposed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board of Directors.

6.06.05 The Second Vice-President shall, in the absence or disability of the President and First Vice President, or in the event of the President's or First Vice President’s refusal to act, perform

all duties of the President, and when so acting, shall have the powers of, and be subject to the restrictions of the President. The Second Vice-President shall serve as a program chair. The Second Vice-President shall have such other powers and perform such other duties as may be imposed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board of Directors, and shall upon the President's resignation, removal, or disability become the First Vice President. The Board will then appoint a new Second Vice President.

Duties of Secretary

6.07. The Secretary shall:

6.07.1. Certify and keep at the principal office of the Corporation the original or a copy of these Bylaws as amended or altered to date.

6.07.2. Keep at the principal office of the Corporation, or at such other place as the Board of Directors may order, a book of the minutes of all meetings of Directors, recording therein their time and place of holding, whether regular, special, and, if special, how authorized, the notice given, the names of those present, and the proceedings thereof.

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

6.07.4. Be custodian of the records and of the seal of the Corporation, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.

6.07.5. Keep at the principal office of the Corporation a membership book containing the name and address of each member, and, in any case where membership has been terminated, record such fact in the book together with the date on which membership ceased.

6.07.6. Exhibit at all reasonable times to any Director of the Corporation, or to the Director's agent, attorney, or to any person or agency authorized by law to examine them, on request therefore the Bylaws, the membership book, the minutes of any proceedings of any Directors, and the records of the Corporation.

6.07.7. Conduct the correspondence of the Corporation and keep on file communications received and copies of all letters sent out.

6.07.8. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws which may be assigned to the Secretary from time to time by the Board of Directors.

6.07.9. Record minutes of the Board of Directors meetings by written notes, and by audio tape recording of all meetings held in person or by teleconference.

Duties of Chief Financial Officer

6.08. The Chief Financial Officer (Treasurer) shall:

6.08.1. Have charge and custody of and be responsible for all funds of the Corporation, and deposit or cause to be deposited all such funds in the name of the Corporation in such banks, or other depositories as shall be selected by the Board of Directors.

6.08.2. Receive, and give credit for, monies due and payable to the Corporation from any source whatsoever.

6.08.3. Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

6.08.4. Keep and maintain adequate and correct accounts of the Corporation properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

6.08.5. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to the Director's agent, or attorney, or to any person or agency entitled by law to examine the same on request therefore.

6.08.6. Render to the President and Directors whenever they request it an account of any or all of the transactions as Treasurer and of the financial conditions of the Corporation.

6.08.7. If required by the Board of Directors, give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors may determine.

6.08.8. In general, perform all duties incident to the office of the Chief Financial Officer (Treasurer) and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

6.08.9. Supervise preparation by Executive Director / Executive Administrator an annual financial report to be circulated to the members in the monthly newsletter within sixty days of filing the year's tax return.

ARTICLE VII. COMMITTEES

Committees

7.01. Committees for any reasonable purpose may be designated by vote of a majority of the Board. Chairpersons shall be appointed by the President, or by a majority vote of the Board. Chairpersons shall appoint their committee members, subject to approval of the Board. Chairpersons and committee members may be removed by majority vote of the Board. All committees shall include one or more Board members, but need not be chaired by a Board member.

ARTICLE VIII. MISCELLANEOUS

Execution of Instruments

8.01. The Board of Directors, except as otherwise provided by 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. 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 any engagement, or to pledge its credit, or to render it liable pecuniary for any purpose or in any amount.

8.01.1. Except as specifically determined by resolution of the Board of Directors or as otherwise required by law, checks, drafts, promissory notes, notes for the payment of money, leases, contracts and other evidences of indebtedness by the Corporation may be signed by any officer for a sum not to exceed three thousand dollars ($3,000.00). Sums in excess of three thousand dollars ($3,000.00) shall be signed by any two- (2) officers.

8.01.2. 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.

Corporate Seal

8.02. The Board of Directors shall adopt and use, and may at will alter, a corporate seal.

8.02.1. The seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of such instrument.

Fiscal Year

8.03. The Corporation shall be on a fiscal year basis.

Effective Date of Bylaws

8.04. These Bylaws shall become effective on their adoption. Amendment to these Bylaws shall become effective immediately on their adoption or at such later time as specified in the amendment.

8.04.1. Subject to the limitations contained in the Articles of Incorporation of the Corporation and to any provisions of law applicable to these amendment of Bylaws of a nonprofit mutual benefit corporation, these Bylaws or any of them may be altered, amended, or repealed and new Bylaws adopted by a written vote of the membership. Passage requires approval by a majority vote of those members who vote on the proposal.

8.04.2. The original or a copy of these Bylaws, as amended or otherwise altered to date and certified by the Secretary of the Corporation, shall be kept in a book which shall be kept in the principal office of the Corporation, and such book shall be open to inspection by the members at all reasonable times during office hours.

8.04.3 Within the first year after adoption of these Bylaws, the Board may amend them by

majority vote to correct any clerical errors or procedural defects, so long as such amendment does not alter substantive rights of the membership provided by these Bylaws.

Construction

8.05. As used in these Bylaws:

8.05.1. The present tense includes the past and the future tenses, and the future tense includes the present tense.

8.05.2. The masculine gender includes the feminine and neuter.

8.05.3. The singular number includes the plural and the plural number includes the singular.

8.05.4. The word "shall" is mandatory and the word "may" is permissive.

8.05.5. “Written notice” shall include email to those members who have provided an email address to the Corporation. So long as the sender does not receive notice from his/its server that the email was undeliverable or undelivered, it is presumed to have been received, on the same basis as regular mail that is not returned to sender. Proxies by email will be permitted providing they are validated prior to the meeting. Any other written notice will continued to be required to be delivered by registered or certified mail.

Annual Report

8.06. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to California Corporations Code Section 8321(a). The annual report shall be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnification's required by California Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions and Indemnification's

8.07. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in California Corporations Code Sections 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 8.06 of these Bylaws.

8.08. All meetings of the Corporation and of the Board of Directors shall be conducted pursuant to Roberts Rules of Order, or whatever rules 2/3 majority of the board members present agrees to.