

ARTICLES OF INCORPORATION
of the
ASSOCIATION OF
NORTHERN CALIFORNIA ONCOLOGISTS

I

The name of this Corporation is THE ASSOCIATION OF NORTHERN CALIFORNIA ONCOLOGISTS.

II

A. This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity which a corporation may be organized under such law.

B. The specific purposes of this Corporation are to (1) promote high professional standards of Medical Oncology in Northern California; (2) provide Oncologists with a forum for exchanging ideas, data and knowledge necessary to provide quality care; (3) support the search for more effective treatments of malignant illnesses by enrolling patients in clinical trials and implementing clinical research; and (4) assist Oncologists in providing patients with the best treatments possible.

III

The name and address in the State of California of this Corporation's ~~initial~~ agent for service of process is:

Courtney Flookes, Executive Director
4290 Kingsford Drive
Napa, CA 94558

IV

The number and qualifications of members of this Corporation and their rights and privileges shall be as specified in the Bylaws.

V

Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this Corporation.

Filed: March 22, 1991

BYLAWS
of the
ASSOCIATION OF
NORTHERN CALIFORNIA ONCOLOGISTS

**ARTICLE I
NAME AND PURPOSES**

The name of this Corporation and its purposes shall be as set forth in the Articles of Incorporation of this Corporation.

**ARTICLE II
OFFICES**

Section 1. Principal Office. The Corporation's principal office shall be fixed and located at such place as the Board of Directors shall determine. The Board is granted full power and authority to change the principal office of this Corporation from one location to another.

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 do business.

Section 3. Registered Agent. The Executive Director shall serve as the Registered Agent for the Association of Northern California Oncologists. (Amended 2002)

**ARTICLE III
INDIVIDUAL MEMBERSHIP**

Section 1. Membership and Qualifications. ~~Membership in this Corporation shall be open to those individuals who practice in California and are either Board qualified or Board eligible in Medical Oncology, Pediatric Oncology or Hematology. Full membership in this Corporation shall be open to those individuals who practice in California and are either Board qualified or Board eligible in Medical Oncology, Pediatric Oncology or Hematology. Associate memberships in this Corporation shall be open to those individuals who practice in California and are either Board qualified or Board eligible in Radiation Oncology or Surgical Oncology.~~ Individual membership in this Corporation shall be open to those individuals who practice in California or adjacent States and are either Board qualified or Board eligible in Medical Oncology, Pediatric Oncology,

Radiation Oncology, Surgical Oncology, or Hematology. Each candidate for membership shall be required to submit an application to the Corporation for approval. (Amended 1995) The Board is authorized to create additional membership categories (e.g., corporate, institutional) with specific requirements, rights, and privileges as shall be set by the Board from time to time.(Amended 2002)

Section 2. Membership Certificates. The Corporation shall not issue membership certificates, but may issue identification cards.

Section 3. Membership Fee. Each member shall pay a membership fee and periodic dues and assessments in such amounts and at such times as shall be determined by the Board. ~~To the extent that any fees, dues and assessments collected in any one (1) year exceed expenses, the excess will be applied to reduce assessments in the next year.~~ (Amended 2002)

Section 4. Privileges. Each ~~full~~ member shall have the right to vote, as set forth in Section 5 of this Article III, for the election of Directors, the disposition of substantially all of the assets of the Corporation, a merger and on a dissolution. Further, ~~full~~ members shall have all the rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. Each member shall be eligible to attend meetings of the members of the Corporation and meetings of the Board. ~~Each full member may serve on committees, hold elected office, receive Corporation publications, and participate in Corporation functions. Each full member may serve on committees and hold elected office. Each member may receive Corporation periodicals and participate in Corporation functions.~~ (Amended 1995) (Amended 2002)

Section 5. Voting Rights. Subject to the provisions of Section 7612 of the California Nonprofit Mutual Benefit Corporation Law and these Bylaws, each ~~full~~ member shall be entitled to one vote on each matter submitted to a vote of the members. ~~Full m~~Members who fail to be in good standing, as set forth in Section 8 of this Article, shall not be entitled to vote on any matter. ~~Full m~~Members may vote by written proxy. (Amended 1995) (Amended 2002)

Section 6. Transfer of Membership. ~~No membership or right arising from membership shall be transferred by reason of a member's death, resignation or otherwise.~~Membership or right arising from membership may be transferred by

reason of a member's death, resignation, or otherwise with the approval of the Board of Directors. (Amended 1994)

Section 7. Termination of Membership. The Board may terminate or suspend a membership or expel or suspend a member for non-payment of fees, periodic dues or assessments. The Board may also suspend a membership or expel or suspend a member if such member fails to subscribe to the purposes of this Corporation or abide by these Bylaws; fails to satisfy the qualifications for membership or fails in a material and serious degree to observe the rules of conduct of the Corporation or engages in conduct materially and seriously prejudicial to the purpose and interests of the Corporation. In the latter case, the Board shall give the member at least fifteen (15) days' prior written notice via personal delivery or certified or registered mail of the proposed expulsion, suspension or termination and of the reasons therefor. The member may submit a written statement to the Board regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. Prior to the effective date of the proposed expulsion, suspension or termination, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein. A suspended member shall not be entitled to exercise any of the voting rights described in these Bylaws.

Section 8. Good Standing. If a member is in arrears in the payment of any installment of fees, periodic dues or assessments, for more than ~~thirty (30)~~ ninety (90) days, the Secretary shall notify the member of the delinquency. If no response from the member is received within thirty (30) days of the mailing of such notice, the member shall not be in good standing and shall not be entitled to vote as a member. The member may also be subject to termination as set forth in Section 7 of this Article III. (Amended 2002)

Section 9. Place of Meetings. Meetings of members shall be held either at the principal office of the Corporation or at such other location within or outside the State of California that is designated either by the Board or by the written consent of all members entitled to vote.

Section 10. Annual and Regular Meetings. Annual and regular meetings of members ~~shall~~ may be held on such dates or at such times as may be fixed by the Board. In any year in which Directors are to be elected, the election ~~shall~~ may be held at the annual meeting of the members. The purpose of the annual and

regular meetings shall be to transact pertinent business, share practice concerns and provide continuing education. (Amended 2002)

Section 11. Special Meetings. Special meetings of members may be called for any lawful purpose at any time by either (i) a majority of the Board or (ii) a majority of the Corporation's members and four (4) of its Directors. All requests for special meetings shall be in writing and be made to the President and Vice-President. The Secretary shall cause notice to be given to the members entitled to vote that a meeting will be held at time fixed by the Board not less than fourteen (14) nor more than sixty (60) days after the receipt of their request.

Section 12. Notice of Meetings. Written notice of each annual, regular and special meeting of members shall be given not less than fourteen (14) nor more than ninety (90) days before the date of the meeting to each member entitled to notice thereof; provided, however, that if notice is given by mail, and the notice is not mailed by first class, registered or certified mail, the notice shall be given not less than twenty (20) days before the meeting. Such notice shall state the place, date and hour of the meeting and the general nature of the business to be transacted, and no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.

Section 13. Quorum. One-third (1/3) of the voting power represented in person or by written proxy shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number is required by law, by the Articles of Incorporation of this Corporation or by these Bylaws. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 14. Adjourned Meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the votes represented in person but in the absence of a quorum (except as provided in Section 13 of this Article III) no other business may be transacted at such meeting. No meeting may be adjourned for more than forty-five (45) days. It shall

not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken; provided, however, that if after adjournment a new record date is fixed for 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, as in the case of the meeting as originally called.

Section 15. Record Date. The record date for determining members entitled to notice of the meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business day next preceding the day on which the meeting is held.

Section 16. Action Without Meeting. Subject to Section 7513 of the California Nonprofit Mutual Benefit Corporation Law, any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the written ballot of every member is solicited. Approval by written ballot shall be valid only if the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and 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. Alternatively, any action required or permitted to be taken by the members may be taken without a meeting, if all member individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members.

Section 17. Conduct of Meetings. The President, or his or her designee, shall preside as chairman at all meetings of the members. All meetings shall be conducted in accordance with Roberts Rules of Order.

Section 18. Proxies. Each member entitled to vote may 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. If the Corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In

any election of Directors any form of proxy that a member marks "withhold," or otherwise 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.

ARTICLE IV DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the California Nonprofit Mutual Benefit Corporation Law relating to action required to be approved by the members or by a majority of members, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) to conduct, manage and control the affairs and activities of the Corporation and establish such administrative policies not inconsistent with law, the Articles of Incorporation or these Bylaws;
- (b) to execute and deliver in the corporate name, agreements, promissory notes, or other evidences of debt and securities therefor and to make necessary expenditures for the Corporation;
- (c) to authorize the issuance of memberships in the Corporation from time to time and determine appropriate membership dues, fees and assessments;
- (d) to generally foster the growth and development of the Corporation;
- (e) to review committee reports and determine appropriate action to be taken;
- (f) to discharge such other duties as herein provided; and
- (g) to select and remove all Officers, agents and employees of the Corporation, and prescribe powers and duties for such representatives as are consistent with law, the Articles of Incorporation, and these Bylaws.

Section 2. Number and Qualification of Directors. The authorized number of Directors shall be ~~nine (9), twelve (12),~~ thirteen (13) unless such number is changed by a duly adopted amendment to these Bylaws. The President, Vice-President, Secretary and Treasurer shall all be Directors. ~~The immediate past President of the Corporation shall serve as an ex-officio member of the Board, without the right to vote, for a period of two (2) years following expiration of his or her term as President.~~ Each of the four (4) institutional members will have two (2) designated seats, there will be two (2) designated seats for unaffiliated community physician members, two (2) at large seats, and one (1) fellow seat. At no given time can one institution represent more than 30% of the board of directors. Each Director shall be and continuously remain a licensed physician and surgeon as defined in the California Business and Professions Code. (Amended 2021)

Section 3. Election and Term of Office. Directors shall be elected at the annual meeting of the members, but if any such annual meeting is not held or the Directors are not elected at such meeting, the Directors may be elected at any special meeting of the members held for that purpose or by mail ballot. Directors shall serve for a terms of that vary from one (1) to three (3) years and until a successor has been elected and qualified. ~~The only exception is for the fellow seat which will have a two (2) year term. No Director may serve for more than six (6) consecutive years. The terms services by individuals who are Directors because of their status as Officers shall not be counted in calculating such six (6) year period.~~ Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected or until a successor has been elected and qualified. (Amended 2021)

The Board of Directors shall be divided into three (3) classes, Class I, Class II and Class III. Each class shall consist of ~~three (3)~~ four (4) directors. The term of office of Class I Directors shall expire at the 1992 annual meeting of the members. The term of office of Class II Directors shall expire at the 1993 annual meeting of members. The term of office of Class III Directors shall expire at the 1994 annual meeting of members. This same process shall be followed in subsequent years. At each annual election, the Directors chosen to succeed those whose terms then expire shall be of the same class as the Directors they succeed, unless by reason of any changes in the authorized number of Directors, the Board designates one or more Directorships whose term then expires as Directorships of another class in order more nearly to achieve equality of number of Directors among the classes. In the event of any change in the authorized number of Directors, each Director

then continuing to serve as such shall nevertheless continue as a Director of the class of which he or she is a member until the expiration of his or her current term, or his or her prior death, resignation or removal. (Amended 2002)

~~Section 4. Alternate Directors. At each annual election of Directors, the members shall elect three (3) individuals to serve as "Alternate Directors." Upon the request of any Director, an Alternate Director shall serve in the place of such Director at Board meetings and have the authority to vote or take other action on matters upon which such other Directors is are authorized to vote or take action. Alternate Directors shall serve terms of one (1) year each. The provision for Alternate Directors contained in this Section 4 shall not increase the authorized number of the Corporation's Directors as set forth in Section 2 above, nor shall it change the quorum requirements set forth in Section 9 below. (Amended 2002)~~

~~Section 5 4. Vacancies.~~ Any Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective. Vacancies in the Board, except those existing as a result of a removal of a Director, may be filled by approval of the Board, or, if the number of Directors then in office is less than a quorum, by the unanimous written consent of the Directors then in office, the affirmative vote of a majority of Directors then in office at a meeting held pursuant to notice or waivers of notice, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been elected and qualified. (Amended 2002)

A vacancy or vacancies in the Board shall be deemed to exist in (i) the event of the death, resignation or removal of any Director, (ii) if the Board by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court or who has been convicted of a felony, (iii) if the authorized number of Directors is increased, or (iv) if the members fail, at any meeting of the members at which any Director or Directors are elected, to elect the number of Directors to be elected at that meeting.

The members of this Corporation may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 6 5. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal office of the Corporation. (Amended 2002)

Section 7 6. Regular Meetings. ~~Immediately f~~Following the annual ~~meeting of members where Directors are elected~~ election, the Board shall hold a regular meeting for the purpose of organization, election of Officers, and the transaction of other business. Other regular meetings of the Board shall be held quarterly (or more frequently as necessary) at such times as are fixed by the Board of Directors. Notice of the time and place of regular meetings shall be given to each Director by mail, in person, or by telephone at least fourteen (14) days prior to the meeting. (Amended 2002)

Section 8 7. Special Meetings. Special meetings of the Board for any purpose or purpose may be called at any time by the President or a majority the Board. Notice of the time and place of special meeting shall be delivered personally or by telephone to each Director sent by first-class or priority mail or telegram, charges prepaid, addressed to each Director at that Director's address as it is shown on the records of the Corporation. In case the notice is mailed, it shall be deposited in the United States Mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally or by telephone or telegram, it shall be delivered personally or by telephone or to the telegraph company at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting or, if the meeting is to be held at the principal executive office of the Corporation, the place. (Amended 2002)

Section 9 8. 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 12 of this Article. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to applicable provisions of the California Corporations Code. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. (Amended 2002)

Section ~~10~~ 9. Waiver of Notice. Notice of the meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. (Amended 2002)

Section ~~11~~ 10. Participation by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. (Amended 2002)

Section ~~12~~ 11. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board 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 twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. (Amended 2002)

Section ~~13~~ 12. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. (Amended 2002)

Section ~~14~~ 13. Fees and Compensation. Directors may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board. (Amended 2002)

Section ~~15~~ 14. Prohibition Against Proxy Voting. No Director may vote by proxy. (Amended 2002)

Section ~~16~~ 15. Attendance Requirement. Board members whose unexcused absences exceed three consecutive (3) meetings in any one (1) year period may be subject to removal from the Board. (Amended 2002)

ARTICLE V OFFICERS

Section 1. Officers. The Officers of this Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be elected or appointed in accordance with these Bylaws. Any number of offices may be held by the same person unless the California Corporations Code, the Articles of Incorporation or these Bylaws provide otherwise.

Section 2. Election and Term. The Officers of the Corporation, except such Officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be chosen every other year by, and shall serve at the pleasure of, the Board, and shall hold their respective offices for (a) terms of two (2) years; (b) until they no longer serve as Directors of the Corporation; (c) until their resignation, removal or other disqualification from service; or (d) until their respective successors are elected, whichever occurs first.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any Officer may be removed, either with or without cause, by the vote of at least ~~six (6)~~ eight (8) Directors. No removal shall occur until the Officer has been advised of the reasons for the removal and been given an opportunity to discuss the matter with the Board. Any such removal shall be without prejudice to the rights, if any, of the Officer under any contract of employment of the Officer. Any Officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. (Amended 2002)

Section 5. Vacancies. A vacancy in any office due to the death, resignation, removal, disqualification, or any other cause, shall be filled in the manner

prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on a biannual basis.

Section 6. President. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and the Officers of the Corporation. The President, or his or her designee, shall preside at all meetings of the members and at all meetings of the Board. The President shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as from time to time may be prescribed by the Board or these Bylaws. Subject to approval by the Board, the President shall appoint all standing and any special committees and chairpersons of such committees. The President shall be an ex-officio member of all committees and shall make certain that all members comply with the rules and regulations of the Corporation.

Section 7. Vice-President. In the absence or disability of the President, the Vice-President, shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the President, the Board of Directors or these Bylaws.

Section 8. Secretary. The Secretary shall keep or cause to be kept at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors, committees of Directors and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present or represented at members' meetings and the proceedings. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board required by these Bylaws and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation and shall keep and maintain or cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall be responsible for collecting dues from members of the Corporation and keeping an accurate account of all

dues received. The Treasurer shall also be responsible for preparing annual budgets of the Corporation for approval by the Board. The Treasurer shall be required to present the annual budget to the Board at a regularly scheduled meeting of the Board. The Treasurer shall render to the President and the Board, whenever either requests it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

Section 10. Executive Director. The Executive Director will be selected by the Board and shall serve as an employee of the Corporation without voting rights but has the privilege of the floor. The Executive Director cannot hold any other office. The Executive Director has fiscal, planning and coordination responsibilities. The Executive Director shall attend all meetings of the membership and the Board and shall work to ensure continuity of the Corporation's business. (Amended 2002)

ARTICLE VI COMMITTEES

Section 1. In General. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one (1) or more standing or advisory committees whose members shall serve at the pleasure of the Board of Directors. All committees shall report their findings and recommendations to the Board of Directors.

Section 2. Prohibited Activities. No committee shall have authority with respect to (a) any action for which the California Corporations Code requires approval of the members or the majority of all members; (b) the filling of vacancies on the Board or any committee; (c) the fixing of compensation of the Directors for serving on the Board or any committee; (d) the amendment or repeal of bylaws or the adoption of new bylaws; (e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; (f) the appointment of other committees of the Board or the members thereof; (g) the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or (h) the approval of any self-dealing transaction as such transactions are defined in the California Corporations Code.

Section 3. Executive Committee. There shall be an Executive Committee which, shall be a standing Committee of the Board and shall consist of all Directors who also are Officers of the Corporation. The Chairman of the Executive Committee shall be the person then serving as Chairman of the Board of Directors. The Executive Committee shall have authority to act for the Corporation, subject to the provisions of Section 2 of this Article VI. The Executive Committee shall establish rules and regulations for its meetings. It shall meet at such times as it deems necessary, provided that reasonable notice of all meetings of the Executive Committee shall be given to its members and no act of the Executive Committee shall be valid unless approved by the vote or written consent of a majority of its members. The Chairman and each member of the Executive Committee shall serve until the next election of Officers or Directors and until his or her successor is appointed, or until he or she is removed, resigns, or otherwise ceases to qualify as a member of the committee.

Section 4. Advisory Committees. Advisory committees may be appointed and may consist of one or more persons who shall be appointed by the President or the Directors of the Corporation. Advisory committees shall have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors.

Section 5. Quorum. At all committee meetings, a majority of the members of the committee shall be necessary to constitute a quorum for the transaction of business, except that a majority of the committee members present, whether or not a quorum, may adjourn any committee meeting to another time and place. The act of a majority of the members present at a meeting at which there is a quorum shall be the act of the committee. Notwithstanding the foregoing, the members present at a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, so long as any action taken is approved by at least a majority of the required quorum for such meeting.

ARTICLE VII INDEMNIFICATION & INSURANCE

Section 1. Indemnification. To the full extent permitted by law and in the manner provided by law, this Corporation may indemnify against liability and hold harmless any person who was or is a party to or is threatened to be a party to, or is otherwise involved in any threatened, pending or completed action, suit or

proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, Officer, employee or agent of this Corporation when serving in an official capacity on behalf of this Corporation or is or was serving at the request of this Corporation as a Director, Officer, employee or agent of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise. The foregoing rights of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law and shall continue as to a person who has ceased to be a Director, Officer, employee or agent of this Corporation and shall inure to the benefit of the estate, executors, administrators, heirs, legatees, or devisees of any such person to the extent such action, suit or proceeding survived the death of such person.

Section 2. Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any person who is or was a Director, Officer, employee or agent of this Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

ARTICLE VIII AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed at any time by approval of two-thirds (2/3) of the members voting and approval by the Board. All proposed amendments to the Bylaws shall be submitted in writing to the Secretary and then distributed to the members and the Board at least thirty (30) days prior to the ~~date scheduled for the membership meeting at which the proposed amendment will be considered~~ annual election. (Amended 2002)

ARTICLE IX GENERAL PROVISIONS

Section 1. Maintenance of Corporate Records. The Corporation shall maintain, at a minimum, the following records: (a) adequate and correct books and records of account; (b) written minutes of the proceedings of its members, Board and committees of the Board; and (c) a record of each member's name and address.

Section 2. Inspection of Corporate Records. The accounting books, records, minutes of proceedings of the Board, its members and any committee of the Board, shall

be kept in such place or places designated by the Board or, in the absence of such designation, at the principal office of this Corporation. The minutes shall be kept in written or typed form or in any other form capable of being converted into written, typed or printed form and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. Each Director shall have the right at any time to inspect all books, records and documents of every kind and the physical properties of this Corporation. Such inspection by a Director may be made in person, or by the agent or attorney of such Director. The right of inspection includes the right to copy and make abstracts of documents. (Amended 2002)

Section 3. Inspection of Articles and Bylaws. The Corporation shall keep in its principal office in the State of California the original or a copy of its Articles of Incorporation and of these Bylaws as amended to date, which shall be open to inspection by Directors, Officers and members at all reasonable times during offices hours.

Section 4. Annual Report. The Board of Directors shall prepare an annual report within 120 days after the end of the Corporation's fiscal year. The annual report shall be sent to each Director of the Corporation and upon written request by a member, to the requesting member. The annual report shall be prepared in conformity with the requirements of the California Nonprofit Corporation Law as such law now exists and may hereafter be amended.

Section 5. Endorsement of Documents: Contracts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons in such manner as shall be determined from time to time by resolution of the Board of Directors. Except as otherwise provided in these Bylaws, the Board shall authorize two (2) Officers of the Corporation to enter into contracts and execute instruments in the name of and on behalf of the Corporation, each of whom shall have the authority to act independently, and such authority may be general or confined to specific instances and, unless so authorized by the Board, no individual shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 6. Fiscal Year. The fiscal year of this Corporation shall begin on the first day of January and end on the last day of December of the same year.