

AMENDED AND RESTATED BYLAWS OF

LINEA DE FUEGO

a California Nonprofit Mutual Benefit Corporation

April 29, 2020

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ARTICLE I

NAME

The name of this Corporation is LINEA DE FUEGO.

ARTICLE II

OFFICES

Section 2.1. Principal Office. The principal office of the Corporation is hereby fixed and located at _____, County of San Diego, California. The Corporation's Board of Directors ("Board") is hereby granted full power and authority to change the location of the principal place of business. Any such change shall be noted by the Secretary on these bylaws opposite this section or this section may be amended to state the new location.

Section 2.2. Other Offices. The Board may at any time establish branch or subordinate offices at any place where the Corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES; LIMITATIONS

Section 3.1. Purposes. The Corporation is a nonprofit mutual benefit corporation formed under the Nonprofit Mutual Benefit Corporation Law. The purpose of the Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. The specific objectives and purposes of this Corporation shall be:

- a. To operate for the mutual benefit of the Corporation's members and to promote the sport of practical and recreational shooting and shooting safety.
 - b. To promote and encourage recreational shooting, firearms safety, good sportsmanship and friendship among its members at competitions and social gatherings.
 - c. To promote, adopt and enforce the uniform rules and regulations of the United States Practical Shooting Association, ("USPSA") for the betterment of the sport of practical shooting in the San Diego area.
 - d. To organize and unite as a USPSA affiliated Club which operates within USPSA as both a Club and a Section.
 - e. To provide a system for championship matches, ("Points Chase") and a fair method of administering and dispersing USPSA National Championship Match Slots.
1. A Slots Series policy shall be developed by the Board and published to the Members prior to the commencement of each year's Points Chase Slots series.
 2. The Section shall establish the schedule for each annual Slots Series. Each Section Club

shall conduct a minimum of eight (8) pistol matches per year for their individually scheduled match day.

3. Section Clubs agree, as a condition of affiliation with USPSA, that all USPSA pistol matches shall be conducted and scored in accordance with the latest edition of the USPSA rulebook.
4. 3-Gun matches may be conducted with either IMGA rules or USPSA Multi-Gun rules.
5. Slots for National Matches earned by clubs within the Section by paying Activity Fees to USPSA shall be delivered to the Section Coordinator and awarded based on individual performance in the annual Points Chase Slots series matches for the Section. Points Chase awards and distribution of Slots shall be awarded according to the Points Chase Rules.
6. Charity matches, time plus matches or steel matches may be governed by rules deemed appropriate by the Board of Directors or Match Director with the intent to maintain a positive intent for the sport of practical shooting.

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.

Section 3.2. Tax Exemption. The Board may, in its sole discretion, elect to seek exemption from Federal taxation for the Corporation pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"). In the event such exemption is sought and until such time, if ever, as such exemption is denied or lost, the Corporation shall not be empowered to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization describe in Section 501(c) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Revenue Law.

Section 3.3. Dedication of Assets. The Corporation's assets are irrevocably dedicated to the Corporation's purposes. No Member, director, officer or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prohibit payment to any such person of reasonable compensation for services performed for the Corporation, provided further that such compensation is otherwise permitted by these Bylaws and fixed by resolution of the Board. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All Members, if any, of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation in accordance with the requirements of Section 501(c) (6) of the Internal Revenue Code.

ARTICLE IV

MEMBERS

Section 4.1. Membership. The Corporation shall have one class of statutory member, designated as an "Individual Member". No person may hold more than one membership.

a. Individual Members. An individual, of good character and dedicated to the purposes of

the Corporation (an "Eligible Individual") shall be eligible to become an Individual Member of the Corporation upon (i) approval of his or her application for membership by the Board, (ii) payment of such dues and initiation fees as may be fixed by the Board from time to time and (iii) execution and delivery of the then current form of the Corporation's membership agreement and such other related agreements and documents as may be required by the Corporation from time to time in connection with membership in the Corporation (collectively, "Membership Agreements")

b. Junior Members. An Individual Member under the age of eighteen years of age, who's parent / legal guardian is an Individual Member and has submitted a signed consent form to the Corporation for the membership term.

c. Voting Rights. Each Individual Member who has participated in a minimum of 6 matches as a Member in the preceding 12 months of a vote, shall have the right to vote on matters for which a vote of the Members of the Corporation is permitted or required, and each Member shall have the voting rights set forth in Section 4.11.

d. Statutory Members. Only the Members described above shall be deemed to be "members" of the Corporation within the meaning of Section 5056(a) of the California Nonprofit Corporation Law. In the discretion of the Board, the Board may establish classes of affiliation to the Corporation such as sponsors, delegates, members, associates, affiliates and the like, but persons who are given such designations or status with respect to the corporation shall not be deemed to be statutory members within the meaning of Section 5056(a) of the California Nonprofit Corporation Law unless they are admitted as Members of the Corporation as set forth above.

Section 4.2. Dues. Each Member shall pay to the Corporation within the time and on the conditions set by the Board annual dues in an amount and according to such schedules and policies as shall be prescribed by the Board from time to time. The Board shall establish dues for each class of Membership as it may deem to be appropriate.

Section 4.3. Membership Book. The name and address of each Member shall be contained in a membership book, shall be placed in alphabetical order, and shall be maintained at the principal office of the Corporation (the "Membership Book"). Termination of any Membership shall be recorded in the Membership Book together with the date of such termination. The Members shall be responsible for apprising the Corporation of all changes of name and address and such other information as may be required by the Nonprofit Corporation Law.

Section 4.4. Place and Hour of Member Meetings. All meetings of the Members shall be held either at the principal office of the Corporation or at such other place within or without the State of California and at such hour as may be designated by the Board in the notice of such meeting or in the waiver of notice thereof.

Section 4.5. Member Participation in Meetings Via Telephonic or Electronic Communication. The Members may participate in a meeting, in whole or in part, through the use of conference telephone, electronic video screen communication or similar communications equipment. Participation in a meeting through the use of conference telephone constitutes presence in person at the meeting so long as all Members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic video screen communication or similar communications equipment other than conference telephone constitutes presence in person at the meeting if:

- a. each Member participating in the meeting can communicate with all of the other Members concurrently;
- b. each Member is provided the means of participating in all matters to be considered at the meeting, including, without limitation, an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings; and
- c. the Corporation adopts and implements some means of verifying that:
- d. all persons participating in the meeting are Members or other persons entitled to participate in the meeting; and
- e. all actions of, or votes by, the Members are taken or cast only by Members and that a record of such action or vote is maintained by the Corporation.

Any request by the Corporation to a Member for consent to conduct a meeting of Members by electronic transmission by and to the Corporation shall include a notice that the meeting shall be held at a physical location unless consent is obtained from the Member pursuant to Section 20(b) of the California General Corporation Law.

Section 4.6. Annual Meetings. The annual meetings of the Members shall be held on such day and at such hour as may be fixed by the Board, but not more than ninety (90) days after the close of the Corporation's fiscal year. At such annual meetings, the Members shall elect the members of the Board and shall transact such other business as may be properly brought before the meeting. If no annual meeting is held in accordance with the foregoing provision, the Board shall cause the meeting to be held as soon thereafter as convenient, which meeting shall be designated a special meeting in lieu of the annual meeting.

Section 4.7. Special Meetings. Special meetings of Members for any lawful purpose may be called by the Board. In addition, special meetings of members for any lawful purpose may be called by five (5) percent or more of the Members. Upon request in writing to the corporation (which may be given electronically) addressed to the attention of the Board of Directors or Secretary of the Corporation by any person (other than the Board) entitled to call a special meeting of the Members, the Officer receiving the request forthwith shall cause notice to be given to the Members entitled to vote that such meeting will be held at a time fixed by the board not less than 35 days nor more than 90 days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons entitled to call 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 it is called by the Board. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 4.8. Notice of Regular Meetings or Reports.

- a. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each Member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting. Notice of a Members' meeting or any report shall be given personally, by electronic transmission by the Corporation, or by mail or other means of written communication, addressed or delivered to each such Member at the address of such Member appearing in the Membership Book of the Corporation or given by the

Member to the Corporation for the purpose of such notice; or, if no such address appears or is given, at the place where the principal office of the Corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. The notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication, including electronically.

b. Any such notice shall state the place, the date and the time of such 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 that meeting. Additionally, for the annual meeting or any other regular meeting of the Board, the notice shall state those matters which the Board, at the time the notice is given, intends to present for action by the Members, but, except as provided in Section 4.8(d), any proper matter may be presented at the meeting for the action. 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 those who are nominees at the time the notice is given.

c. The transactions of any meeting of Members, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, provides a waiver of notice or consent to the holding of the meeting or an approval of the minutes thereof in writing. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at the meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that 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 the objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as provided in Section 4.8(d), below.

d. For the approval by the voting Members to be valid with regards to the following proposals, the written notice or waiver of the meeting must state the general nature of the following proposals, unless the proposal receives the unanimous written consent of those entitled to vote thereon: (1) removal of a director; (2) filling of a vacancy on the Board; (3) amendment of the Articles of Incorporation; (4) approval of a contract or transaction in which a director has a material financial interest; (5) approval of the voluntary dissolution of the Corporation; (6) approval of a plan of distribution of memberships, obligations or securities of any other corporation, domestic or foreign, or assets other than money which is not in accordance with the liquidation rights of any class or class specified in these Bylaws; or (7) any proposal voted upon by a quorum of less than one-third (1/3) of the voting power of the Corporation, where these Bylaws allow for a quorum of less than one-third (1/3) of the voting power.

e. For purposes of establishing which Members are 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 lawful action, the Board may fix in advance, a time in the future as a record date (the "Record Date"). Said Record Date shall not be more than sixty (60) days nor less than ten (10) days prior to the date of the meeting, vote, ballot or other exercise of rights. A determination of Members of record entitled to notice of or to vote at a meeting of Members shall apply to any adjournment of the meeting unless the Board fixes a new Record Date for

the adjourned meeting. If no Record Date is fixed by the Board, the Record Date shall be fixed in accordance with the Nonprofit Corporation Law.

f. The same procedures for the giving of notice shall apply to the giving of any report to Members.

Section 4.9. Adjournment of Meetings. Any meeting of the Members, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Members represented at the meeting, either in person. No meeting may be adjourned for more than 45 days. No notice of the time and date to which the meeting is adjourned need be given if announced at the meeting at which the 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 such business that may have been transacted at the original meeting.

Section 4.10. Voting.

a. Voting Power. Except as otherwise provided in the Articles of Incorporation or these Bylaws, each Member, eligible to vote per 4.1.c., shall be entitled to the following number of votes on each matter submitted to a vote of the Members. Each Individual Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Election of directors must be by ballot in person or e-mail ballot.

b. Voting. Each Member entitled to vote at any election of directors shall have the right to vote for candidates and will be provided a number of votes equal to the number of director positions available to be elected. A member can place one (1) vote per candidate and may choose to use a minimum of one up to or all vote(s) equivalent to available board positions at the Member's discretion.

Ballots will be e-mailed to eligible voting Members five (5) business days prior to annual meeting. If Members choose to vote by e-mail, completed ballots are to be returned to the Corporation at least one (1) business day prior to the Annual meeting and must be emailed as a reply of the original email the ballot was sent to.

c. Counting the Votes. No Member shall be entitled to count votes unless a member has given notice at the meeting, and before the voting, of the member's intention to cumulate the member's votes. Those candidates receiving the highest number of votes, up to the number of director positions to be elected, shall be winners of the election. If the number of candidates are equal to the number of available director positions, the voting will be waived and the five candidates will assigned to the Board of Directors positions.

d. Quorum.

1. One-third (1/3) of the voting power, represented by person, shall constitute a quorum at any meeting of the Members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting and entitled to vote on any matter shall be the act of the Members, unless otherwise required by the Articles of Incorporation, these Bylaws or the Nonprofit Corporation Law.

2. Notwithstanding the withdrawal of enough Members to leave less than a quorum, the Members remaining at a duly called or held meeting at which a quorum was initially present may continue to do business until adjournment, so long as any action taken (other than

adjournment) is approved by at least a majority of the Members required to constitute a quorum or, if required by Articles of Incorporation, these Bylaws or the Nonprofit Corporation Law, the vote of the greater number or voting by classes.

3. In the absence of a quorum, any meeting of Members be adjourned from time to time by the vote of a majority of the votes represented either in person, but no other business may be transacted, except as provided in subsection 2, above.

Section 4.11. Action without Meeting.

a. Any action which may be taken at any meeting of Members may be taken without a meeting and without prior notice if the Corporation distributes a written ballot to every Member entitled to vote on the matter, and if (i) the number of votes cast by ballot within the time period specified in the ballot 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 to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

b. Ballots shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be delivered either personally or by mail or other means of written communication, including electronically, addressed to the Members at the address of each such Member appearing in the Membership Book of the Corporation or given by the Member for the purpose of receiving notices. If no such address can be found, or if ballots are returned by the United States Postal Service as undeliverable, ballots for such Members shall be solicited in a manner consistent with the requirements of the Nonprofit Corporation Law. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

c. A written ballot may not be revoked.

d. Directors may be elected by written ballot under this Section 4.11.

Section 4.12. Form of Written Ballot.

a. If the Corporation has one hundred (100) or more Members at the time a written ballot is solicited, the form of any such written ballot distributed to ten (10) or more Members of the Corporation shall afford an opportunity on that form to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted upon by such written ballot, and shall provide, subject to reasonably specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

b. In any election of directors, any form of written ballot in which the directors to be voted upon are named therein as candidates and which is marked by a Member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

c. Failure to comply with this section shall not invalidate any action taken by the Corporation, but may be the basis for challenging any written ballot.

Section 4.13. Inspectors of Election. In advance of any meeting of Members, the

Board may appoint inspectors of election to act at the meeting and any adjournment thereof (the "Inspectors"). If Inspectors are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairperson of any meeting of Members may, and on the request of any Member shall, appoint Inspectors (or persons to replace those who failed or refused to act) at the meeting. The number of Inspectors shall be either one or three. If appointed at a meeting on the request of one or more Members, the majority of Members represented in person shall determine whether one or three Inspectors are to be appointed. In the case of any action by written ballot, the Board may similarly appoint Inspectors to act with powers and duties as set forth in this Section 4.14.

The Inspectors shall determine the number of Memberships outstanding and the voting power of each, the number represented at the meeting, and the existence of a quorum and the authenticity. The Inspectors shall also receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the results and do such other acts as may be required to conduct the election or vote with fairness to all Members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three Inspectors, the decision, act or certificate of a majority is as effective in all respects as the decision, act or certificate of all. Any report or certificate made by the Inspectors is prima facie evidence of the facts stated therein.

Section 4.14. Order of Business. The order of business at all meetings of Members shall be as determined by the presiding officer, but the order of business to be followed at any meeting at which a quorum is present may be changed by a vote of the Members

Section 4.15. Termination, Suspension and Expulsion.

a. Grounds. The membership of any Member may be suspended and/or terminated and the Member may be expelled from the Corporation upon the occurrence of any of the following events:

1. The failure of the Member to pay dues or fees within the times set forth by the Board or as otherwise provided in accordance with these Bylaws;
2. The breach or default by the Member of any of the Member Agreements;
3. The Member's failure to comply with the Corporation's rules or Bylaws;
4. The Member's engagement in dishonest or fraudulent conduct or behavior or otherwise acting in a manner that is inimical to the purposes and interests of the Corporation;
5. The Member's felony conviction or conviction for any crime of violence or moral turpitude; or
6. The Member's commission of any act that would discredit or damage the reputation of the Corporation.

b. Notice. Such Member shall receive notice of suspension and the reasons for the proposed suspension, termination or expulsion no less than fifteen (15) days prior to the effective date of such suspension, termination or expulsion.

1. Notice shall be given by any method reasonably calculated to provide actual notice.

2. Notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown in the Membership Book or more updated corporate records.
3. Notice given by E-Mail shall be deemed delivered when sent to the members E-Mail address on record with the corporation.

c. Effect of Suspension. Any Member whose membership in the Corporation shall have been suspended by the Board shall have no rights, privileges or obligations of a Member during the period of suspension.

d. Hearing Rights. 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 suspension, termination or expulsion. 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 suspension, termination or expulsion should occur. The Board, committee, or person shall decide whether the Member should be suspended, expelled or sanctioned.

e. Liability. A Member who is expelled or suspended or whose membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension or termination or arising from contract or otherwise, and this section shall not diminish any right of the Corporation to enforce any such obligation or obtain damages for its breach.

f. Readmission. No Member who has been expelled shall be eligible for membership for at least one (1) year from the date of expulsion, unless otherwise determined by the Board, and a Member's prior expulsion shall constitute sufficient grounds for denial of the Member's subsequent application for membership.

Section 4.16. Termination Upon Death or Dissolution. Subject to Section 4.18, all of a Member's rights shall cease and a Member's status as a Member of the Corporation shall terminate automatically upon the Member's death or dissolution.

Section 4.17. Transfer of Memberships. No membership or right arising from membership shall be transferred. Notwithstanding the foregoing, the rights of a Family Member may be transferred to the spouse, domestic partner or dependent of a deceased Family Member upon the death of the deceased Family Member. If the death of the Family Member results in only one member of the deceased Family Member's family remaining as a member of the Corporation, then the membership interest of the remaining family member automatically will be characterized as an Individual Member interest, and the remaining family member will be deemed to be an Individual Member of the Corporation, provided the remaining family member is also an Eligible Individual.

Section 4.18. Resignation. A Member may resign at any time upon written notice to the Board. This section shall not relieve the resigning Member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract, or otherwise, and this section shall not diminish any right of the Corporation to enforce any such obligation or obtain damages for its breach. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. Powers. Subject to the provisions of the California Nonprofit Law and any limitations in the Articles of Incorporation or these Bylaws relating to action required to be approved by the Members or by a majority of all Members, the Corporation's activities and affairs 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 other 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. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the following powers:

- a. To perform all duties imposed on them collectively or individually by law, or by these Bylaws;
- b. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor consistent with law, the Articles of Incorporation or these Bylaws, as they may deem best;
- c. To meet at such times and places as required by these Bylaws;
- d. To select and remove all the officers, agents and employees of the corporation; prescribe such powers and duties for them as may be consistent with law, the Articles of Incorporation and these Bylaws; fix their compensation; and require from them security for faithful service;
- e. To change the principal executive office or the principal business office in the state of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings;
- f. To adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate;
- g. To 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;
- h. To administer and establish policies consistent with the Membership Agreements;
- i. To amend the Member Agreements and these Bylaws, as appropriate and permitted by these Bylaws; and
- j. To take such other action as the Board deems appropriate in furtherance of the purposes of the Corporation;

Section 5.2. Number of Directors. The authorized number of directors of the Corporation shall be five (5) until changed by amendment of the Articles of Incorporation or by an amendment of this section duly adopted by the vote or written consent of the Members. 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 5.3. Term of Office. All directors shall serve for a term of one (1) year. Each director shall hold office until the expiration of the term for which such director was elected or appointed and until a successor has been elected and qualified. A director may succeed himself or herself in office.

Section 5.4. Nomination and Election Procedures.

a. The Board shall establish reasonable nomination and election procedures given the nature, size, and operations of the Corporation, including a reasonable means of nominating a person for election as a director, a reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all Members to choose among the nominees. If at any time the Corporation has more than five hundred (500) Members, the Corporation shall comply with the applicable provisions of Sections 7521 through 7524 of the Nonprofit Mutual Benefit Corporation Law. If there is a meeting to elect directors, any member present at the meeting, in person may place names in nomination.

b. Five (5) business days prior to each annual meeting, voting ballots will be emailed to eligible voting Members. A nominee will provide their intent to run for a Board of Director's position in writing or email to the Corporation at least five (5) business days prior to the annual meeting to be included in the voting ballot distributed to eligible voting Members prior to the annual meeting. If time allows and upon written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the Corporation shall within ten (10) business days after such request (provided payment has been made) mail or email to all Members, or such portion of them as the nominee may reasonably specify, any material which the nominee may furnish and which is reasonably related to the election; or, in the alternative, and at the option of the Corporation, the Corporation shall within five (5) business days after the request allow the nominee the right to inspect and/or obtain a copy of the record of all Members' names, addresses and voting rights as provided by Section 8330 of the Nonprofit Mutual Benefit Corporation Law.

c. The directors shall be elected at each annual meeting of the Members, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the Members held for that purpose. If two or more candidates receive the same number of votes, thereby preventing the filling of one or more director positions, a run-off election shall be held between those candidates.

Section 5.5. Vacancies and Removal. A vacancy in the Board shall be deemed to exist on the occurrence of the following: (a) the death of any director; (b) the resignation, suspension, removal or expulsion of a director; (d) the declaration by the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising as a result of Section 7238 of the California Corporations Code dealing with standards of conduct for a director in respect of a Corporation that holds assets in charitable trust; (e) an increase in the authorized number of directors; (f) the failure of the Members, at any meeting Members at which any director or directors are to be elected, to elect the full authorized number of directors to be elected at that meeting.

The Board may remove any director with or without cause at any meeting; provided that the director to be removed has been notified in writing in the manner set forth in Section 4.7 or

4.8 that such action would be considered at the meeting.

Any or all directors may be removed without cause by the Members if:

- a. the Corporation has fewer than 50 members and the removal is approved by a majority of the votes entitled to be cast by all Members (a "majority of all members" as defined in Section 5033 of the Corporations Code); or
- b. the Corporation has 50 or more members and the removal is approved by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or written ballot in conformity with these Bylaws ("approval by the members" as defined in Section 5034 of the Corporations Code).

If the provisions of the Articles of Incorporation or Bylaws entitle the Members of any class of Members, voting as a class, to elect one or more directors, any director so elected may be removed only by the applicable vote of the Members of that class.

Vacancies on the Board resulting from removal of a director or otherwise may be filled by the vote of the Board or by the vote of a committee authorized to exercise the powers of the Board, or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with these Bylaws, or (3) a sole remaining director. The Members may elect a director at any time to fill any vacancy not filled by the directors.

Section 5.6. Resignations. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5.7. Place of Meetings. Meetings of the Board may be held at any place within or outside 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, designated in the bylaws or by resolution of the board. In the absence of such designation, meetings shall be held at the principal executive office of the Corporation.

Section 5.8 Director Participation in Meetings Via Telephonic or Electronic Communication. The members of the board may participate in a meeting through the use of conference telephone, electronic video screen communication or similar communications equipment. Participation in a meeting through the use of conference telephone constitutes presence in person at the meeting so long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic video screen communication or similar communications equipment other than conference telephone constitutes presence in person at the meeting if:

- a. each member participating in the meeting can communicate with all of the other members concurrently;
- b. each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose or object to a specific action to be taken by the board; and

c. the corporation adopts and implements some means of verifying that:

1. all persons participating in the meeting are directors or other persons entitled to participate in the meeting; and
2. all actions of, or votes by, the board are taken or cast only by directors.

Section 5.9 Calling of Meetings of the Board. Meetings of the Board may be called by the Chairperson of the Board, the President or any Vice President, or the Secretary or any two directors.

Section 5.10. Regular Meetings of the Board of Directors. Regular meetings of the Board (including the annual meeting) may be held without notice if the time and place of the meetings are fixed by these Bylaws or the Board. Call and notice of the annual organization meeting of the Board is hereby dispensed with. The annual meeting of the Board shall occur immediately following each annual meeting of the Members at the place of the annual meeting of the Members or at such other place as shall be fixed by the Board for the purpose of organization, election of officers and the transaction of other business. A notice, or waiver of notice, need not specify the purpose of any special meeting of the Board.

Section 5.11. Special Meetings. Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation. The Articles of Incorporation and these Bylaws may not dispense with notice of a special meeting of the Board. A notice, or waiver of notice, need not specify the purpose of any special meeting of the Board.

Section 5.12. Notice of Meetings. When required, written notice of the time and place of meetings of the Board shall be delivered personally to each director or communicated to each director by telephone (including a voice messaging system), telegraph, facsimile, electronic mail message, or mail, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the Corporation. Notice of a meeting need not be given to a director who provides a waiver of notice or consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting 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 meetings.

Section 5.13. Action at a Meeting and Required Vote.

- a. Presence of a majority of the number of directors authorized in the Articles of Incorporation or these Bylaws constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.
- b. Every act done or decision made by a majority of the directors at which a quorum is present shall be regarded as the act of the Board unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or applicable laws.
- c. 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 directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws or applicable laws.

Section 5.14. Minimum Vote to Approve Material Transactions. Notwithstanding any provision to the contrary in these Bylaws, and subject to the rights of the Members with respect to such matters, the affirmative vote of at least two-thirds (2/3) of the authorized number of directors of the Corporation shall be required to approve of any of the following:

- a. The sale, exchange other disposition of all, or substantially all, of the Corporation's assets or business occurring as part of a single transaction or plan,
- b. The winding up and dissolution of the Corporation and the liquidation of its assets; Incorporation of the Corporation or any material amendment to the Membership Agreements.

Section 5.15. Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 5.16. Action Without a Meeting. An 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 that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the directors. For purposes of this section, "all members of the Board" does not include an "interested director" as defined in Section 5233 of the Nonprofit Mutual Benefit Corporation Law, insofar as it is made applicable pursuant to Section 7238.

Section 5.17. Fees and Compensation. Directors shall serve without compensation for their services as a director. Nothing herein shall be considered to preclude any director from serving the corporation in any other capacity, including as an officer, agent, employee or otherwise and receiving compensation therefor.

Section 5.18. Standard of Care. A director shall perform the duties of a director, including duties as a member of any committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the Corporation whom the director believes to be reliable and competent as to the matters presented;
- b. Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- c. A committee of the Board upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such

reliance to be unwarranted.

A person who performs the duties of a director in accordance with this Article V shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a Corporation, or assets held by it, are dedicated.

ARTICLE VI

OFFICERS

Section 6.1. Officers. The Officers of the Corporation shall be chosen by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. The officers of the Corporation shall consist of the President, also known as the Chairperson of the Board (the "Chairperson"), the Secretary and the Chief Financial Officer (who may be called the Treasurer). The same person may hold any two or more offices. The Board may appoint, and may empower the Chairperson or another officer to appoint, such other officers as the activities of the Corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 6.2. Term of Office. All officers of the Corporation shall hold office for a period of one (1) year, and until the successors to such officers are elected and qualified. The officers shall serve without compensation.

Section 6.3. Resignation. Any officer may resign at any time by giving written notice to the Board, the Chairperson, the President or the Secretary of the Corporation, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 6.4. Removal. Any officer elected by the Board may be removed at any time by the affirmative vote of three-fifths (3/5) of the authorized number of directors or a committee duly authorized to do so.

Section 6.5 Vacancies. A vacancy occurring in any office because of death, resignation, removal or for any other reason may be filled by the Board, at its discretion, through election at a meeting held for that purpose, at any other meeting, or by written consent.

Section 6.6. Duties of the Chairperson of the Board. The Chairperson of the Board shall also hold the office of President. The President shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the Corporation and of its Officers, employees and agents, including the right to employ, discharge, and prescribe the duties and compensation of all Officers, employees and agents of the Corporation, except where such matters are prescribed in the bylaws or by the Board. The President shall preside at all meetings of the voting Members and of the Board. The President

is authorized to sign all contracts, notes, conveyances and other papers, documents, and instruments in writing in the name of the Corporation except where the signing is expressly delegated by the Board to some other Officer, employee or agent.

Section 6.7. Duties of the Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of actions taken at all meetings of the Board and committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. The Secretary shall cause the seal of the Corporation to be kept in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or these bylaws.

Section 6.8. Duties of the Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Chairperson, President and directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties, and have such other powers as the Board may from time to time determine. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office.

ARTICLE VII

COMMITTEES

Section 7.1. Committees of Directors. The Board may, by resolution adopted by the vote of three-fifths (3/5) of the authorized number of directors, provided that a quorum is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the affirmative vote of three-fifths (3/5) of the authorized number of directors. Any such committee, to the extent provided in the resolution of the Board or in these Bylaws, shall have all the authority of the Board, except with respect to:

- a.** The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires the approval of the Members (Section 5034) or approval of a majority of all Members (Section 5033).
- b.** The filling of vacancies on the Board or in any committee that has the authority of the Board.
- c.** Any merger or consolidation of the Corporation with one or more other persons; or

- d. The amendment or repeal of Bylaws or 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 committees of the Board of the members of such committees.
- g. The expenditure of corporate funds to support a nominees for a director after there are more people nominated for director than can be elected.
- h. With respect to any assets held in charitable trust, the approval of any transaction between the Corporation and one or more of its directors in which the director or directors have a material financial interest, except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code.

Section 7.2. Committees That Include Other than Directors. The Board may, by resolution, designate one or more committees whose members need not be composed entirely of directors. Such committees shall not have the authority of the Board.

Section 7.3. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Section 5.7 through Section 5.16 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate directors, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES OF THE CORPORATION; PURCHASE OF LIABILITY INSURANCE

Section 8.1. Indemnification. For the purposes of this section, “agent” means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” include without limitation attorneys’ fees and any expenses of establishing a right to indemnification under subdivision (d) or subdivision (e)(2) of this Section 8.1.

a. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of Part 2 (commencing with Section 5110) of the California Corporations Code, made applicable pursuant to Section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably

incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

b. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

c. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor, or brought under Section 5233 of Part 2 (commencing with Section 5110), made applicable pursuant to Section 7238, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision (c): (i) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine; (ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (iii) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

d. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in subdivision (b) or (c) or in defense of any claim, issue or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

e. Except as provided in subdivision (d), any indemnification under this article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subdivision (b) or (c), by: (i) the vote of a three-fifths (3/5) of the authorized number of directors who are not parties to such proceeding; (ii) approval of the Members (Section 5034), with the persons to be indemnified not being entitled to vote thereon; or (iii) the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

f. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

g. No provision made by the Corporation to indemnify an agent for the defense of any proceeding shall be valid unless consistent with this Article VIII. Nothing contained in this

Article VIII shall affect any right to indemnification to which persons other than directors and officers of the Corporation or any subsidiary of the Corporation may be entitled by contract or otherwise.

h. No indemnification or advance shall be made under this Article VIII, except as provided in subdivision (d) or subdivision (e)(3), in any circumstance where it appears: (i) That it would be inconsistent with a provision of the Articles of Incorporation of the Corporation, these Bylaws, a resolution of the Board 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 (ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

i. This Article VIII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in subdivision (a). The Corporation shall have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

Section 8.2. Liability Insurance. Upon and in the event of a determination by the Board to purchase indemnity insurance, the Corporation shall purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII.

ARTICLE IX

EXECUTION OF CORPORATE INSTRUMENTS AND MEMBERSHIPS HELD BY THE CORPORATION

The Board may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the Corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the Corporation, shall be executed, signed or endorsed by the Chairperson and either the Secretary or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by the Treasurer or by such person or persons as the Board shall additionally authorize to do so, provided, however, that in cases where the amount of the check or draft (i) exceeds a first pre-determined threshold set by the Board, then a second signature by the Chairperson or Secretary shall be required to sign, or (ii) exceeds a second pre-determined threshold set by the Board, then both the Chairperson and the Secretary shall be required to sign. 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 Treasurer may select.

ARTICLE X

ANNUAL STATEMENT AND REPORT; PERIODIC REPORTS

Section 10.1. Financial Reports. The Corporation shall notify each director yearly of its right to receive a financial report pursuant to this Article XI. Except as provided below, upon written request by a director of the Corporation, the Corporation shall promptly cause the most recent annual report to be sent to such requesting director. An annual report shall be prepared no later than 120 days after the close of the Corporation's fiscal year. The report and any accompanying material may be sent by electronic transmission by the Corporation. Such report shall contain the following information in appropriate detail:

- a.** A balance sheet as of the end of such fiscal year and an income statement and statement of cash flow for such fiscal year.
- b.** A statement of the place where the names and addresses of the current Members are located.
- c.** Any information required by California Corporations Code Section 8322.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statement was prepared without audit from the books and records of the Corporation.

This Section 10.1 applies only if the Corporation receives more than ten thousand dollars (\$10,000) in gross revenues or receipts during the fiscal year. Each director must nonetheless receive the information referred to in Section 10.2, below, within 120 days after the close of the Corporation's fiscal year, whether or not such information is requested.

Section 10.2. Annual Statement of Transactions. Within 120 days after the close of the Corporation's fiscal year, directors must be supplied with any information required by California Corporations Code Section 8322.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall be from February 1 through January 31, unless otherwise modified by a resolution of the Board.

ARTICLE XII

MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

Section 12.1. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in the State of California, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors and Members at all reasonable times during office hours. If the principal executive office of the Corporation is outside the State of California and the Corporation has no principal business office in the State of California, the Secretary shall, on the written request of any director or Member, furnish to that director or Member a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 12.2. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the Members, Board and committees and a record of the Corporation's Members giving their names, addresses and class of membership shall be kept at such place or places designated by the Board, or in the absence of such designation, at the principal executive office of the Corporation. The minutes and other books and records shall be kept in written or typed form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing.

Section 12.2. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

Section 12.3. Members' Inspection Rights.

a. Subject to the Corporation's rights to obtain a protective order and restrictions to protect the constitutional rights of other Members pursuant to Section 8331 and 8442 of the California Corporations Code, unless the Corporation provides a reasonable alternative pursuant to subdivision (c), a Member may do either or both of the following as permitted by subdivision (b):

1. Inspect and copy the record of all the Members' names, addresses and voting rights, at reasonable times, upon five business days' prior written demand upon the Corporation, which demand shall state the purpose for which the inspection rights are requested; or

2. Obtain from the Secretary of the Corporation, upon written demand and tender of a reasonable charge, a 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 a date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten 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.

b. The rights set forth in subdivision (a) may be exercised by:

1. Any Member, for a purpose reasonably related to such person's interest as a Member. Where the Corporation reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative pursuant to subdivision (c), the Corporation may deny the Member access to the list.
2. The authorized number of Members for a purpose reasonably related to the Members' interest as Members.

c. The Corporation may, within ten (10) business days after receiving a demand under subdivision (a), 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 under subdivision (a) shall be deemed a reasonable alternative, 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 subdivision (a).

Section 12.3. Inspection by Agents; Right to Copy and Make Extracts. Any inspection provided for under this Article XIII may be made in person or by agent or attorney and includes the right to copy and make extracts of documents.

Section 12.4. Voting Results in Meetings; Information to Members Upon Written Request. For a period of 60 days following the conclusion of an annual, regular, or special meeting of Members, the Corporation shall, upon written request from a Member, forthwith inform the Member of the result of any particular vote of Members taken at the meeting, including the number of memberships voting for, the number of memberships voting against, and the number of memberships abstaining or withheld from voting. If the matter voted on was the election of directors, the Corporation shall report the number of memberships, or votes if voted cumulatively, cast for each nominee for director. If more than one class or series of memberships voted, the report shall state the appropriate numbers by class and series of memberships.

ARTICLE XIII

AMENDMENTS

Section 13.1. Amendment of Bylaws. New Bylaws may be adopted or these Bylaws may be amended or repealed by:

a. the approval of the Members (Section 5034), except as otherwise provided by law or by the Articles of Incorporation; provided, however, that such adoption, amendment or repeal shall also require the approval by Members of a class if such action would:

1. 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 such action affects another class;
2. Materially and adversely affect such class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;
3. Increase or decrease the number of memberships authorized for such class;
4. Increase the number of memberships authorized for another class;
5. Effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
6. Authorize a new class of memberships; or

b. subject to the Members' rights pursuant to Section 13.1(a), the affirmative vote of at least two-thirds (2/3) of the authorized number of directors of the Corporation, except as otherwise provided by law, the Articles of Incorporation or these Bylaws, unless such amendment:

1. would materially and adversely affect the rights of Members as to voting, dissolution, redemption, or transfer;
2. would increase or decrease the number of Members authorized in total or for any class;
3. would effect an exchange, reclassification or cancellation of all or part of the memberships;

4. would authorize a new class of membership
5. would change the authorized number of directors or their terms of office; or
6. would amend this Section 13.1

Section 13.2. Amendment of Articles of Incorporation.

a. An amendment to the Corporation's Articles of Incorporation may be adopted if (i) approved by the affirmative vote of at least two-thirds (2/3) of the authorized number of directors of the Corporation; (ii) approved by the Members (Section 5034); and (iii) approved by such other person or persons, if any, as required by the Articles of Incorporation. The approval by the Members or other person or persons may be before or after the approval by the Board.

b. Whenever the Articles of Incorporation require for corporate action the approval of a particular class of Members or of a larger proportion of, or all of, the votes of any class, or of a larger proportion of, or all of, the directors, than is otherwise required by this Section 13.2, the provision in the Articles of Incorporation requiring such greater vote shall not be altered, amended or repealed except by such class or such greater vote, unless otherwise provided in the Articles of Incorporation.

c. An amendment to the Articles of Incorporation must also be approved by the Members (Section 5034) of a class, whether or not such class is entitled to vote thereon by the provisions of the Articles of Incorporation or these Bylaws, if the amendment would:

1. 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 such action affects another class;
2. Materially and adversely affect such class as to voting, dissolution, redemption or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;
3. Increase or decrease the number of memberships authorized for such class;
4. Increase the number of memberships authorized for another class;
5. Effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
6. Authorize a new class of memberships.

ARTICLE XIV

CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Mutual Benefit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of the Corporation or other documents filed with the Secretary of State of the State of California and used to establish the legal existence of the Corporation.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of LINEA DE FUEGO, a California Nonprofit Mutual Benefit Corporation, and that the foregoing bylaws, consisting of 25 pages including this page, constitute the bylaws of this Corporation as duly adopted by the Board of Directors of the Corporation on June 15, 2009, which adoption was ratified by the Members of the Corporation on September 26, 2009, which adoption was ratified by the Members of the Corporation on April 29, 2020, and that these bylaws have not been amended or modified since that date.

Executed on the 29th day of April, 2020 at San Diego, California

A handwritten signature in black ink, appearing to read 'Dave Dezan', is written above the printed name.

Dave Dezan, Secretary