

BYLAWS

of

CATALINA MARINE SOCIETY

A California Nonprofit Public Benefit Corporation

**BYLAWS OF
CATALINA MARINE SOCIETY**

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Bylaws of Catalina Marine Society

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this Corporation is **Catalina Marine Society** (the “Corporation”).

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the activities and affairs of the Society are located at 15954 Leadwell Street, Van Nuys, CA 91406, in the County of Los Angeles, California. By resolution of the Board of Directors pursuant to Section 5.3.1, below, the location of the principal office may be established at any place or places within or without the State of California.

Section 2.2 Other Offices

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

ARTICLE 3 OBJECTIVES AND PURPOSES

Section 3.1 General and Specific Purposes

The Society is organized for scientific and educational purposes, in particular, to organize and employ volunteer resources to advance scientific understanding of the marine environment of Santa Catalina Island and the entire Southern California Bight in which she lies.

To this end the Society will initiate, promote, facilitate and distribute studies and insights into the physical and biological dynamics that both comprise the Island’s marine environment or that otherwise affect its underwater regions. The Society’s activities may include but are not limited to: organizing and conducting scientific meetings and workshops; sponsoring experiments and data collections; providing analytical or financial support to researchers; sponsoring presentations to professional societies; and, organizing and publishing marine studies. These endeavors are to be accomplished through the marshalling of resources contributed by volunteer researchers and supporting members.

Section 3.2 Limitations

3.2.1 Organized Only for Charitable Purposes

This Society is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).

3.2.2 *Property Irrevocably Dedicated to Charitable Purposes*

The property of this Society is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Society shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE 3.

3.2.3 *No Substantial Lobbying and No Electioneering*

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

3.2.4 *Asset Distribution Upon Dissolution*

Upon the dissolution or winding up of the Society, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Society shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).

3.2.5 *General Limitations*

Notwithstanding any other provision of these Articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4 MEMBERSHIP

Section 4.1 Members

(a) This Society shall have one class of voting membership. Application for membership shall be open to anyone who supports the purpose statement in Article III, Section 3.1. Upon submission of application for membership and payment of the dues as the board may fix from time to time, the board shall review and vote on the approval of the membership application. The board may approve in-kind contributions as payment for the required membership dues.

(b) This Society may have nonvoting classes of membership. Such classes or other persons or entities associated with it may be referred to as “members,” even though those persons or entities are not voting members as set forth in Section 4.1(a), but no such reference shall constitute anyone as a member within the meaning of Corporations Code § 5056 unless that person or entity shall have qualified for a voting membership under Section 4.1(a). References in these bylaws to “members” shall mean members as defined in Corporations Code §5056; i.e., the members of the class set forth in Section 4.1(a) of these bylaws. By amendment of its articles of incorporation or of these bylaws, the Society may grant some or all of the rights of a member of any class to any person or entity that does not have the right to vote on the matters specified in Section 4.2 of these bylaws, but no such person or entity shall be a member within the meaning of Corporations Code §5056.

Section 4.2 Member Voting Rights

Members shall have the right to vote, as set forth in these bylaws, on the election of Directors, on the disposition of all or substantially all of the assets of the Society, on any merger and its principal terms and any amendment of those terms, or on any election to dissolve the Society. Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 4.3 Dues, Fees, and Assessments

Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees, and assessments for each class.

Section 4.4 Good Standing

Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 4.5 Termination of Membership

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

- (a) Resignation of the member by written notice to the Secretary;
- (b) Expiration of the period of membership unless the membership is renewed on the renewal terms fixed by the board;
- (c) The member's failure to pay dues, fees and assessments within 90 days after they are due and payable;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (e) Termination of membership under Section 4.7 of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Society, or has engaged in conduct materially and seriously prejudicial to the Society's purposes and interests.

Section 4.6 Suspension of Membership

A member may be suspended, under Section 4.7 of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the Society's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Society's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

Section 4.7 Procedures for Suspending or Terminating Membership

If grounds appear to exist for suspending or terminating a member under Section 4.5 or Section 4.6 of these bylaws, the following procedures shall be followed:

- (a) The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Society's records.
- (b) 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 or termination. The hearing shall be held, or the written statement considered, by the

board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.

(c) The board, committee, or person shall decide whether the member should be suspended or terminated. The decision of the board, committee, or person shall be final.

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

(e) The suspension or termination of membership shall not relieve a member of the obligation for unpaid dues or other accrued charges.

Section 4.8 No Membership Transfer

No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution of the Society.

Section 4.9 Annual Meeting of Members

An annual meeting of members shall be held during the month of **April 2010 and biennially thereafter** on a date and time determined by the **Chairperson** with notification to members as provided in Section 4.16, Section 4.17 and Section 4.18 of these bylaws. If the scheduled date falls on a legal holiday or weekend, the meeting shall be held on the next business day. At the meeting, Directors shall be elected and other proper business may be transacted, subject to Section 4.21 of these bylaws.

Section 4.10 Location of Annual Meeting

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

Section 4.11 Authority for Electronic Meetings

If authorized by the board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and guidelines and procedures the board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the Society or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the

Society or by electronic video screen communication, subject to the requirements of these bylaws.

Section 4.12 Requirements for Electronic Meetings

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Society or by electronic video screen communication (1) if the Society implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Society or electronic video screen communication, a record of that vote or action is maintained by the Society. Any request by a Society to a member pursuant to Corporations Code §20(b) for consent to conduct a meeting of members by electronic transmission by and to the Society shall include a notice that absent consent of the member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with Section 4.10 of these bylaws.

Section 4.13 Authority to Call Special Meetings

The board or the chairman of the board, if any, or the president, or upon submission of a petition signed by 10 percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.

Section 4.14 Calling Special Meetings

A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chair of the board, if any, or the president or any vice president or the secretary of the Society. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section 4.22 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

Section 4.15 Proper Business of Special Meeting

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

Section 4.16 Written Notice of Meeting Required

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 4.16 of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Society or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in Section 4.17 of these bylaws, any proper matter may be presented at the meeting.

Section 4.17 Notice of Certain Agenda Items

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

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

Section 4.18 Notice Requirements

Notice of any meeting of members shall be in writing and shall be given at least 14 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Society or at the address given by the member to the Society for purposes of notice. If no address appears on the Society's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the Society's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 4.19 Electronic Notice

Notice given by electronic transmission by the Society shall be valid only if:

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

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

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

(4) An electronic transmission by the Society to an individual shareholder or member of the Society who is a natural person, and if an officer or director of the Society, only if communicated to the recipient in that person's capacity as a shareholder or member, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper or in non-electronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Society, and (c) the procedures the recipient must use to withdraw consent.

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

Section 4.20 Affidavit of Mailing of Notice

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

Section 4.21 Quorum for Meeting of Members

Twenty percent (20%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one-

third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 4.17 of these bylaws. Except as otherwise required by law, the articles, or these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn 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 4.22 Eligibility to Vote

Subject to the California Nonprofit Public Benefit Corporation Law, members in good standing on the record date as determined under Section 4.33 and Section 4.34 of these bylaws shall be entitled to vote at any meeting of members.

Section 4.23 Manner of Voting

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

Section 4.24 Number of Votes

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

Section 4.25 Approval by Majority Vote

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

Section 4.26 Waiver of Notice or Consent

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.17 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the

proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

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

Section 4.27 Action by Unanimous Written Consent

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

Section 4.28 Action by Written Ballot

Any action that members may take at any meeting of members may also be taken without a meeting by complying with Section 4.29 through Section 4.32 of these bylaws.

Section 4.29 Solicitation of Written Ballots

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

Section 4.30 Number of Votes and Approvals Required

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

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

Section 4.31 Revoking Ballots

A written ballot may not be revoked.

Section 4.32 Filing Ballots

All written ballots shall be filed with the secretary of the Society and maintained in the corporate records for at least five (5) years.

Section 4.33 Record Date for Notice, Voting, Written Ballots and Other Board Actions

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

- (a) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
- (b) Voting at a meeting shall be no more than 60 days before the date of the meeting;
- (c) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
- (d) Taking any other action shall be no more than 60 days before that action.

Section 4.34 Record Date for Actions Not Set by Board

If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

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

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

For purposes of Section 4.33 and Section 4.34 of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

Section 4.35 Members' Proxy Rights

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

Section 4.36 Solicited Proxies

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

Section 4.37 Subject Matter of Proxy to be Stated

Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments to the articles of incorporation; amendments to the articles or bylaws changing proxy rights; removal of directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of the Society's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the Society; contracts or transactions between the Society and one or more directors or between the Society and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to members when the Society is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

Section 4.38 Revocability of Proxies

No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be 3 years after the date of execution. A validly executed proxy shall continue in full force and effect until either

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

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

Section 4.39 Adjournment and Notice of Adjourned Meetings

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

ARTICLE 5 DIRECTORS

Section 5.1 General Corporate Powers

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

Section 5.2 Specific Powers

Without prejudice to the general corporate powers described in Section 5.1, and subject to the same limitations, the board shall have the following powers.

Section 5.3 Officers, Agents and Employees

At its pleasure, select, remove, and supervise all officers, agents and employees of the Society; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.

5.3.1 *Principal Executive Office*

Change the principal executive office or the principal business office in the State of California from one location to another; conduct activities within the State of California; cause the Society to be qualified to conduct activities in any other state and; and designate any place within the State of California for the holding of meetings.

5.3.2 *Corporate Seal*

Adopt and use a corporate seal; prescribe the form of membership certificates; and alter the form of the seal and certificates. The seal shall be kept at the principal office of the Society.

5.3.3 *Borrow Money*

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

Section 5.4 Number and Qualifications of Directors

The Board of Directors shall consist of not less than three (3) members or more than nine (9) members unless changed by amendment to these bylaws. The exact number of Directors shall be fixed, within the limits specified in this section, by resolution of the board. A director shall be a member of good standing of the Society.

Section 5.5 Interested Persons as Directors

No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (1) any person compensated by the Society for services rendered to it within the previous 12 months, whether as a full-time or

part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Society.

Section 5.6 Terms

The initial board shall serve until the conclusion of the Annual Meeting described in Section 4.9. Each Director of subsequent boards shall serve a two-year term commencing with the date of the annual election at which they were elected and until a successor Director is designated and qualified.

Section 5.7 Nominations of Directors

The chair of the board or, if none, the president, shall appoint a committee to nominate qualified candidates for election to the board at least 60 days before the date of any election of directors. Members may also submit their nominees to the nominating committee for inclusion in the list of candidates. The nominating committee shall make its report at least 30 days before the date of the election, or at such other time as the board may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by the committee or a member.

Section 5.8 Nominee's Right to Solicit Votes

The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees. Nominees shall be permitted to include a one-page statement with the ballot for directors' election.

Section 5.9 Use of Corporate Funds to Support Nominee

If more people have been nominated for director than can be elected, no corporate funds may be expended to support a nominee without the board's authorization.

Section 5.10 Board Vacancy

A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if the Society holds assets in charitable trust, found by a final order or judgment of any court to have

breached a duty arising under Corporations Code section 7238; (c) the vote of the members or, if the Society has fewer than 50 members, the vote of a majority of all members, to remove any director(s); (d) an increase in the authorized number of directors; or (e) a failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

Section 5.11 Removal

Directors may be removed with cause by a simple majority of directors then in office. Without limiting what constitutes “cause,” failure to attend two or more board meetings is considered sufficient cause for removal. Directors may be removed without cause by the vote of the members or, if the Society has fewer than 50 members, the vote of a majority of all members, to remove any director(s).

Section 5.12 Resignations

Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairperson of the board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No Director may resign if the Society would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Section 5.13 Appointment to Fill Vacancies

If a vacancy is created by any event, a majority of the remaining Directors then in office may appoint a new Director to serve until the next annual meeting of the Board of Directors. Appointments to fill vacancies shall be made only at Special Meetings and with proper notice in keeping with Section 5.20.

Section 5.14 Vacancies Filled by Board

Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (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 according to notice or waivers of notice complying with Corporations Code Section 5211, or (3) a sole remaining director.

Section 5.15 Vacancies Filled by Members

The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

Section 5.16 Reduction in Authorized Number of Directors

Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

Section 5.17 Place of Meetings

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

Section 5.18 Meetings by Telephone and Other Means of Communication

Any meeting, regular or special, of Directors may be held by conference telephone or video screen communication, and all such Directors shall be deemed to be present in person at such meeting so long as all Directors participating in the meeting can hear one another. A Director participating in a meeting using electronic communication, other than conference telephone or video screen communication, shall be deemed to be present at such meeting if (i) each Director participating in the meeting can communicate with all the other Directors concurrently, and (ii) each Director is provided the means of participating in all matters before the board, including without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the board.

Section 5.19 Annual Meeting

Annually and immediately after each biennial meeting of members, the board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Section 5.20 Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson/President, or two of the directors of the board.

Section 5.21 Notice of Meetings

Notice of the time and place of regular and special meetings shall be given to each director by one of the following methods: (i) by personal delivery or written notice; (ii) by first class mail, postage paid; (iii) by telephone including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means; or (iv) by telegram, charges prepaid. All such notices shall be given or sent to the director's address as show on the records of the Society; or, if notice is given by facsimile, the notice shall be sent to each director at his or her facsimile number as shown on the records of the Society. Any oral notice given personally or by telephone may be communicated directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director.

Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, or telegraph shall be delivered, telephoned, telecopied, or emailed at least 48 hours before the time set for the meeting.

The notice shall state the time, purpose, and place for the meeting. It need not, however, specify the place of the meeting if it is to be held at the principal office of the Society.

Section 5.22 Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every act taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions between this Society and one or more directors or between this Society and any entity in which a director has a material financial interest, (ii) creation of, and appointment to, committees of the board, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of some directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 5.23 Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held

after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 5.24 Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 5.25 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 5.26 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson of the board, or, if no such person has been so designated or, in his or her absence, the President of the Society or, in his or her absence, by a vice president of the Society or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Society shall act as Secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the Meeting.

Section 5.27 Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all directors, individually or collectively, consent in writing to the action. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 5.28 Fees and Compensation of Directors

Directors and members of committees may receive such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just

and reasonable at the time the resolution is adopted. They shall not receive any compensation for their services.

ARTICLE 6 COMMITTEES

Section 6.1 Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create one or more committees, including an executive committee, each consisting of two or more directors, to serve at the discretion of the board. Any such committee shall have all the authority of the board, to the extent provided in the resolution of the board, except that no committee, regardless of board resolution, may:

- (a) Fill vacancies on the Board of Directors or in any committee which has the authority of the board;
- (b) Fix the reasonable amount of reimbursement for expenses incurred for the exempt purposes of the Society;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms may not be amended or repealed;
- (e) Create any other committees of the Board of Directors or appoint members of committees of the Board of Directors;
- (f) Approve any transaction between the Society and a director in which one or more of its directors has a material financial interest; or
- (g) Expend corporate funds to support a nominee for director after more persons have been nominated than can be elected.
- (h) With respect to any assets held in charitable trust, approve any contract or transaction between this Society and one or more of its directors or between this Society and an entity in which one or more of its directors have a material financial interest, subject to the approval provisions of Corporations Code section 5233(d)(3).

Section 6.2 Meetings and Action of Committees

Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of board committees and the

calling of special meetings of board committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

Section 6.3 Revocation of Delegated Authority

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

ARTICLE 7 OFFICERS

Section 7.1 Officers

The Society shall have as officers a President and Chair, a Vice-Chair, a Secretary, and Treasurer. The President will serve as the Chair of the board. The Society may also have, at the discretion of the Board of Directors, one or more vice presidents, one or more assistant secretaries, one or more assistant financial officers or treasurers, and such other officers as may be appointed in accordance with the provisions of Section 7.2. The assistant secretary and assistant treasurer shall perform the duties of the treasurer only in their extended absence or inability to perform the responsibilities of their office. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer (or Treasurer) may serve concurrently as either the President or the Chairperson of the board.

Section 7.2 Election of Officers

The officers of the Society, except those appointed in accordance with the provisions of Section 7.6, shall be chosen annually by the Board of Directors, at a time to coincide with the annual meeting of the members, and each shall serve at the discretion of the board until their successor shall be elected, subject to the rights, if any, of an officer under any contract of employment.

Section 7.3 Subordinate Officers

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

Section 7.4 Removal of Officers

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

Section 7.5 Resignation of Officers

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

Section 7.6 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office. In the event of a vacancy in any office other than the President, such vacancy shall be filled temporarily by appointment by the President, and the appointed officer shall remain in office for 60 days, or until the next regular meeting of the Board of Directors, whichever comes first. Thereafter, the position can be filled only by action of the Board of Directors.

Section 7.7 Responsibilities of Officers

7.7.1 Chairperson of the Board and President

Subject to such supervisory powers as may be given by the Board of Directors to the Chairperson of the board and the President, the Chairperson/President shall preside at meetings of the Board of Directors, supervise, direct, and control the business affairs of the Society and the activities of the officers of the Society, and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors. The Chairperson/President may delegate any or all of his or her powers to the Vice-Chair, Secretary, or one or more vice presidents. In the absence or disability of the Chairperson/President, or in the event of his or her inability or refusal to act, the Vice-Chair or Secretary, in that respective order, shall perform all the duties of the Chairperson/President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairperson/President.

7.7.2 Vice-Chair

The Vice-Chair shall chair committees on special subjects as designated by the board. The vice chair will also be the chief science officer and chair the science committee, responsible for the general oversight of the Society's research projects, and shall have such powers and perform such other duties as the board or the bylaws may require.

7.7.3 Vice Presidents

Vice president designated by the Board of Directors shall have such powers and perform such other duties as the board or the bylaws may require.

7.7.4 Secretary

The Secretary shall have the following responsibilities:

Articles of Incorporation and Bylaws

The Secretary shall certify and keep at the principal office of the Society the original, or a copy of these bylaws as amended to date.

Book of Minutes

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of directors and board committees, recording the time and place of holding such meeting, whether regular or special, and, if special, how authorized; the notice given; the names of those present at such meetings; the number of directors present or represented at directors' meetings; and the proceedings of such meetings. The book of minutes shall also contain any protests concerning lack of adequate notice or dissents from members of the board, if the protesting or dissenting members request such protest in writing.

Notices, Seal and Other Duties

The Secretary shall give, or cause to be given, notice of all meetings of the members and Board of Directors in accordance with these bylaws. He or she shall keep the seal of the Society in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board of Directors or these bylaws.

Corporate Records

Upon request, the Secretary shall exhibit at all reasonable times to any director of the Society, or to his or her agent or attorney, the bylaws and book of minutes.

7.7.5 Chief Financial Officer

The Chief Financial Officer, who may also be referred to as the Treasurer, shall have the following responsibilities:

Books of Account

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Society, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

Financial Reports

The Chief Financial Officer shall prepare, or cause to be prepared, such financial statements and reports as are required by law, by these bylaws, or by the board.

Deposit and Disbursement of Money and Valuables

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Society with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the Society as may be ordered by the Board of Directors; shall render, or cause to be rendered to the President and directors, whenever they request it, an account of all of his or her transactions as Chief Financial officer and of the financial condition of the Society; and shall have other powers and perform such other duties incident to the office of Chief Financial Officer as may be prescribed by the Board of Directors or the bylaws.

Bond

If required by the Board of Directors, the Chief Financial Officer shall give the Society a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the Society of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

Section 7.8 Compensation of Officers

The salaries of officers, if any, shall be fixed from time to time by resolution of the board, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Society, provided, however, that

such compensation paid a director for serving as an officer of the Society shall only be allowed if permitted under the provisions of Section 5.28 of these bylaws. In all cases, any salaries received by officers of the Society shall be just and reasonable and given in return for services actually rendered for the Society which relate to the performance of the public benefit purposes of the Society.

ARTICLE 8 TRANSACTIONS WITH DIRECTORS OR OFFICERS

Section 8.1 Contracts with Directors and Officers

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

- (a) In which one or more of its directors or officers has a material financial interest, or;
- (b) With any corporation, firm, association, or other entity in which one or more directors or officers has a material financial interest, or;
- (c) With any corporation, firm, association, or other entity in which one or more of its directors or officers is an owner, partner, director, officer, employee or member; unless:
 - (1) The material facts concerning the contract or transaction and such director's or officer's financial interest or common directorship or officership are fully disclosed in good faith prior to the board's consideration of such contract or transaction, and are noted in the minutes;
 - (2) Prior to authorizing or approving the contract or transaction, the board considers and in good faith determines after reasonable investigation that the Society could not obtain a more advantageous arrangement with reasonable effort under the circumstances;
 - (3) The Society enters into the contract or transaction for its own benefit;
 - (4) The contract or transaction is fair and reasonable to the Society; and;
 - (5) Such contract or transaction is authorized or approved in good faith by a majority of disinterested directors at the meeting with any interested directors abstaining from voting, provided that majority has decision making authority under the quorum provisions of Section 5.22.

Section 8.2 Material Financial Interest

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

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

Section 8.3 Loans to Directors and Officers

This Society shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General, provided, however, that the Society may advance money to a director or officer of the Society for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Society.

ARTICLE 9 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 9.1 Indemnity

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

On written request to the board by any person seeking indemnification under Corporations Code Section 5238(b) or (c), the board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or (c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall

determine under Corporations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered shall be advanced by the Society before final disposition of the proceeding, on receipt by the Society of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Society for those expenses.

Section 9.2 Insurance

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

Section 9.3 Contractual Rights of NonDirectors and Nonofficers

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

ARTICLE 10 CORPORATE RECORDS, REPORTS AND SEAL

Section 10.1 Corporate Records

This Society shall keep the following:

- (1) Adequate and correct books and records of account;
- (2) Minutes of the proceedings of its members, board, and committees of the board; and
- (3) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 10.2 Annual Report

The board shall cause an annual report to be sent to the members and directors within 120 days after the end of the Society's fiscal year. That report shall contain the following information, in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the Society as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds;
- (3) The Society's revenue or receipts, both unrestricted and restricted to particular purposes;
- (4) The Society's expenses or disbursements for both general and restricted purposes;
- (5) Any information required by these bylaws; and
- (6) An independent accountants' report or, if none, the certificate of an authorized officer of the Society that such statements were prepared without audit from the Society's books and records.

This requirement of an annual report shall not apply if the Society receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing. If the board approves, the Society may send the report and any accompanying material sent pursuant to this section by electronic transmission.

Section 10.3 Annual Statement of Certain Transactions and Indemnifications

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

- (1) Any transaction (a) in which the Society, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either
 - (i) Any director or officer of the Society, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than 10 percent of the voting power of the Society, its parent, or its subsidiary.

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

(2) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Society under these bylaws, unless that indemnification has already been approved by the members under Corporations Code Section 5238(e)(2).

Section 10.4 Members' Inspection Rights

Unless the Society provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(1) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the Society, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the secretary of the Society, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Society may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Society reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Society.

Section 10.5 Directors' Rights of Inspection

Every director shall have the absolute right at any reasonable time to inspect the Society's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents of every kind.

Section 10.6 Corporate Seal

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

ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 11.1 Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 11.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Society shall be signed by the Chief Financial Officer.

Section 11.3 Deposits

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 11.4 Gifts

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the charitable or public purposes of this Society.

ARTICLE 12 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Society and a natural person.

ARTICLE 13 AMENDMENTS TO BYLAWS

Section 13.1 Board Amendment of Bylaws

Subject to the members’ rights under these bylaws and the limitations set forth below, the board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members’ rights as to voting or transfer. The board may not extend a director’s term beyond that for which the director was elected.

Section 13.2 Changes to Number of Directors

Once members have been admitted to the Society, the board may not, without the members’ approval, specify or change any bylaw that would

- (1) Fix or change the authorized number of directors;
- (2) Fix or change the minimum or maximum number of directors; or
- (3) Change from a fixed number of directors to a variable number of directors or vice versa.

Section 13.3 Amending Supermajority Requirements

If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Section 13.4 When Members' Approval Required

Without the approval of the members, the board may not adopt, amend, or repeal any bylaw that would

- (1) Increase or extend the terms of directors;
- (2) Allow any director to hold office by designation or selection rather than by election by the members;
- (3) Increase the quorum for members' meetings;
- (4) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- (5) Authorize cumulative voting.

Section 13.5 Members May Adopt, Amend, or Repeal Bylaws

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members, provided, however, that if the Society has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different from how the action affects another class, must be approved by the members of that adversely affected class. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Catalina Marine Society, a California Nonprofit Public Benefit Corporation; that these bylaws, consisting of the preceding ___ pages, are the bylaws of this Corporation as adopted by the board of directors on October ___, 2009; and that these bylaws have not been amended or modified since that date.

Executed on October ___, 2009, at Van Nuys, California.

Karen Norris
Secretary

Annotations

20.

"Electronic transmission by the corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission by a corporation to an individual shareholder or member under this code is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Sec. 7001(c)(1)).

5056.

(a) "Member" means any person who, pursuant to a specific provision of a corporation's articles or bylaws, has the right to vote for the election of a director or directors or on a disposition of all or substantially all of the assets of a corporation or on a merger or on a dissolution unless the provision granting such right to vote is only effective as a result of paragraph (2) of subdivision (a) of Section 7132. "Member" also means any person who is designated in the articles or bylaws as a member and, pursuant to a specific provision of a corporation's articles or bylaws, has the right to vote on changes to the articles or bylaws.

(b) The articles or bylaws may confer some or all of the rights of a member, set forth in this part and in Parts 2 through 5 of this division, upon any person or persons who do not have any of the voting rights referred to in subdivision (a).

(c) Where a member of a corporation is not a natural person, such member may authorize in writing one or more natural persons to vote on its behalf on any or all matters which may require a vote of the members.

(d) A person is not a member by virtue of any of the following:

- (1) Any rights such person has as a delegate.
- (2) Any rights such person has to designate or select a director or directors.
- (3) Any rights such person has as a director.

5211.

(a) Unless otherwise provided in the articles or in the bylaws, all of the following apply:

(1) Meetings of the board may be called by the chair of the board or the president or any vice president or the secretary or any two directors.

(2) Regular meetings of the board may be held without notice if the time and place of the meetings are fixed by the bylaws or the board. 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 (Section 20). The articles or bylaws may not dispense with notice of a special meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the board.

(3) 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 thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

(4) 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 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.

(5) Meetings of the board may be held at a place within or without the state that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated in the bylaws or by resolution of the board.

(6) Members of the board may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by

and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply:

(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 to interpose an objection to, a specific action to be taken by the corporation.

(7) A majority of the number of directors authorized in the articles or bylaws constitutes a quorum of the board for the transaction of business. The articles or bylaws may not provide that a quorum shall be less than one-fifth the number of directors authorized in the articles or bylaws, or less than two, whichever is larger, unless the number of directors authorized in the articles or bylaws is one, in which case one director constitutes a quorum.

(8) Subject to the provisions of Sections 5212, 5233, 5234, 5235, and subdivision (e) of Section 5238, an act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board. The articles or bylaws may not provide that a lesser vote than a majority of the directors present at a meeting is the act of the board. 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, or a greater number required by this division, the articles or bylaws.

(b) 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 subdivision only, "all members of the board" does not include an "interested director" as defined in Section 5233.

(c) The provisions of this section apply also to incorporators, to committees of the board, and to action by those incorporators or committees *mutatis mutandis*.

5233.

(a) Except as provided in subdivision (b), for the purpose of this section, a self-dealing transaction means a transaction to which the corporation is a party and in which one or more of its directors has a material financial interest and which does not meet the requirements of paragraph (1), (2), or (3) of subdivision (d).

Such a director is an "interested director" for the purpose of this section.

(b) The provisions of this section do not apply to any of the following:

(1) An action of the board fixing the compensation of a director as a director or officer of the corporation.

(2) A transaction which is part of a public or charitable program of the corporation if it: (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program.

(3) A transaction, of which the interested director or directors have no actual knowledge, and which does not exceed the lesser of 1 percent of the gross receipts of the corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000).

(c) The Attorney General or, if the Attorney General is joined as an indispensable party, any of the following may bring an action in the superior court of the proper county for the remedies specified in subdivision (h):

(1) The corporation, or a member asserting the right in the name of the corporation pursuant to Section 5710.

(2) A director of the corporation.

(3) An officer of the corporation.

(4) Any person granted relator status by the Attorney General.

(d) In any action brought under subdivision (c) the remedies specified in subdivision (h) shall not be granted if:

(1) The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or

(2) The following facts are established:

(A) The corporation entered into the transaction for its own benefit;

(B) The transaction was fair and reasonable as to the corporation at the time the corporation entered into the transaction;

(C) Prior to consummating the transaction or any part thereof the board authorized or approved the transaction in good faith by a vote of a majority of the directors then in office without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the director's interest in the transaction. Except as provided in paragraph (3) of this subdivision, action by a committee of the board shall not satisfy this paragraph; and

(D) (i) Prior to authorizing or approving the transaction the board considered and in good faith determined after reasonable investigation under the circumstances that the corporation could not

have obtained a more advantageous arrangement with reasonable effort under the circumstances or (ii) the corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or

(3) The following facts are established:

(A) A committee or person authorized by the board approved the transaction in a manner consistent with the standards set forth in paragraph (2) of this subdivision;

(B) It was not reasonably practicable to obtain approval of the board prior to entering into the transaction; and

(C) The board, after determining in good faith that the conditions of subparagraphs (A) and (B) of this paragraph were satisfied, ratified the transaction at its next meeting by a vote of the majority of the directors then in office without counting the vote of the interested director or directors.

(e) Except as provided in subdivision (f), an action under subdivision (c) must be filed within two years after written notice setting forth the material facts of the transaction and the director's interest in the transaction is filed with the Attorney General in accordance with such regulations, if any, as the Attorney General may adopt or, if no such notice is filed, within three years after the transaction occurred, except for the Attorney General, who shall have 10 years after the transaction occurred within which to file an action.

(f) In any action for breach of an obligation of the corporation owed to an interested director, where the obligation arises from a self-dealing transaction which has not been approved as provided in subdivision (d), the court may, by way of offset only, make any order authorized by subdivision (h), notwithstanding the expiration of the applicable period specified in subdivision (e).

(g) Interested directors may be counted in determining the presence of a quorum at a meeting of the board which authorizes, approves or ratifies a contract or transaction.

(h) If a self-dealing transaction has taken place, the interested director or directors shall do such things and pay such damages as in the discretion of the court will provide an equitable and fair remedy to the corporation, taking into account any benefit received by the corporation and whether the interested director or directors acted in good faith and with intent to further the best interest of the corporation. Without limiting the generality of the foregoing, the court may order the director to do any or all of the following:

(1) Account for any profits made from such transaction, and pay them to the corporation;

(2) Pay the corporation the value of the use of any of its property used in such transaction; and

(3) Return or replace any property lost to the corporation as a

result of such transaction, together with any income or appreciation lost to the corporation by reason of such transaction, or account for any proceeds of sale of such property, and pay the proceeds to the corporation together with interest at the legal rate. The court may award prejudgment interest to the extent allowed in Section 3287 or 3288 of the Civil Code. In addition, the court may, in its discretion, grant exemplary damages for a fraudulent or malicious violation of this section.

5238.

(a) 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, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under subdivision (d) or paragraph (3) of subdivision (e).

(b) A corporation shall have 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, 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. 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) A corporation shall have 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, or brought under Section 5233, 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:

(1) 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;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of a 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 therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Except as provided in subdivision (d), any indemnification under this section 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:

(1) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

(2) Approval of the members (Section 5034), with the persons to be indemnified not being entitled to vote thereon; or

(3) 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 section. The provisions of subdivision (a) of Section 5236 do not apply to advances made pursuant to this subdivision.

(g) No provision made by a corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the articles, bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this section. Nothing contained in this section shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this section, except as provided in subdivision (d) or paragraph (3) of subdivision (e), in any circumstance where it appears:

(1) That it would be inconsistent with a provision of the articles, bylaws, a resolution of the members 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

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) A corporation shall have power to 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 section; provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233.

(j) This section 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 as defined in subdivision (a) of the employer corporation. A corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207.

7238.

Where a corporation holds assets in charitable trust, the conduct of its directors or of any person performing functions similar to those performed by a director, shall, in respect to the assets held in charitable trust, be governed by the standards of conduct set forth in Article 3 (commencing with Section 5230) of Chapter 2 of Part 2 for directors of nonprofit public benefit corporations. This does not limit any additional requirements which may be specifically set forth in this part regarding corporations holding assets in charitable trust.