

~~SECOND~~THIRD AMENDED AND RESTATED
BYLAWS
OF
ASIAN BUSINESS LEAGUE
OF
SAN FRANCISCO

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the Asian Business League (the “*Corporation*”) shall be fixed and located at such place as the Board of Directors (the “*Board*”) shall determine. The Board shall have the authority to change said principal office as required.

Section 2. Other Offices. Branch or subordinate offices may be established by the Board at any place or places within or without the State of California.

ARTICLE II. MEMBERSHIP

Section 1. Classes. The Corporation shall have five (5) classes of members: Regular, Student, Business Owner, Corporate and Honorary.

Section 2. Qualification. A Regular member of the Corporation shall be a person, without regard to race, color, religion, sex or national origin, who agrees to abide by the Articles of Incorporation (the “*Articles*”) of the Corporation and these ~~Second~~Third Amended and Restated Bylaws of the Corporation (these “*Bylaws*”), whose application for membership is approved by the Board or a committee of the Board, and who has paid a membership fee, as determined by the Board. A Student member of the Corporation shall be a person, without regard to race, color, religion, sex or national origin, who agrees to abide by the Articles and these Bylaws, who is a full-time student of an accredited school, whose application for membership is approved by the Board or a committee of the Board, and who has paid a membership fee, as determined by the Board. A Business Owner member shall be any corporation which owns or operates a business, which has annual sales of less than Two Million Dollars (\$2,000,000), or any person, sole proprietor or partnership without regard to race, color, religion, sex or national origin, which owns or operates a business, who agrees to abide by the Articles and these Bylaws, whose application for membership is approved by the Board or a committee of the Board, and who has paid a membership fee, as determined by the Board. A Corporate member shall be any corporation, who agrees to abide by the Articles and these Bylaws, whose application for membership is approved by the Board or a committee of the Board, and who has paid a membership fee, as determined by the Board. An Honorary member of the Corporation shall be a person, without regard to race, color, religion, sex or national origin, who agrees to abide by the Articles and these Bylaws, who holds a prominent position in an established business or profession, as determined by the Board or a committee of the Board, whose application for membership is approved by the Board or a committee of the Board.

No person shall hold a membership in more than one class.

Section 3. Corporate and Business Owners Rights. Each Business Owner member shall be entitled to appoint two (2) individuals who shall represent the Business Owner member and shall have the rights, benefits and privileges of a Regular member. Each Corporate member shall be entitled to appoint four (4) individuals who shall represent the Corporate member and shall have the rights, benefits and privileges of a Regular member.

Section 4. Voting Rights. Subject to the provisions of Section 5612 of the California Nonprofit Public Benefit Corporation Law and Section 145 of this Article II, each Regular member shall be entitled to cast two (2) indivisible votes on each matter submitted to a vote of the members; each Student member shall be entitled to one (1) vote. Each individual appointed to represent a Business Owner member and a Corporate member shall, pursuant to Section 3 of this Article II, be entitled to cast two (2) indivisible votes on behalf of such member. No Honorary member shall be entitled to vote. Members who fail to maintain good standing, as set forth in Section 8 of this Article II, shall not be entitled to vote on any matter. For purposes of electing directors, each vacancy on the Board which is submitted to the members to be filled shall be deemed a matter to be submitted to a vote of the members.

Section 5. Membership Fee. Each member shall pay a membership fee and periodic dues, as determined by the Board, and any assessments in such amounts and at such times as shall be determined by the majority vote of the members.

Section 6. Transfer of Membership. No member may profit from the transfer of a membership or any right arising therefrom. Subject to Section 5613 of the California Nonprofit Public Benefit Corporation Law, all rights of membership shall cease upon the death or dissolution of a member.

Section 7. Termination of Membership. The Board may terminate, suspend or expel a member for nonpayment of fees, dues, or assessments, or for conduct which the Board shall deem inimical to the best interests of the Corporation, including, without limitation, flagrant violation of any provision of these Bylaws. The Board shall give any member subject to termination, suspension, or expulsion, fifteen (15) days' prior notice of the proposed expulsion, suspension, or termination and the reasons therefor and an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the proposed expulsion, suspension, or termination. A suspended, expelled or terminated member shall not be entitled to exercise any of the voting rights set forth in Section 4 of this Article II.

Section 8. Good Standing. Any member who shall be in arrears in the payment of any installment of fees, periodic dues, or assessments of more than sixty (60) days after their due date shall not be in good standing and shall not be entitled to vote as a member.

Section 9. Places and Manner of Meetings. Meetings of members shall be held at such place within or without the State of California which may be designated either by the Board or by the written consent of all persons entitled to vote thereat, given either before or after the meeting and filed with the Secretary. Any meeting of members may be designated open or closed to the general public at the discretion of the Board.

Section 10. Annual Meetings. Annual meetings for the election of directors and for the transaction of other business as may properly come before the meeting shall be held on such date and at such time as may be fixed by the Board.

Section 11. Special Meetings. Special meetings of members may be called at any time by the Board, by the Chairman of the Board (the "**Chairman**"), by the President, or where a special meeting is called for the purpose of removal of directors and election of their replacements, by not less than five percent (5%) of the Regular members. Upon request in writing to the Chairman, the President, any Vice President, or the Secretary, by any person (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons entitled to call the meeting may give the notice.

Section 12. Notice of Annual or Special Meetings. Except as required by statute, written notice of each annual or special meeting of members shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member entitled to notice thereof. Such notice shall state the place, date, and hour of the meeting, and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the annual meeting, those matters which the Board, at the time of the submission of the notice, intends to present for action by the members, including, without limitation, the names of those persons who are nominated for election as directors at the time the notice is sent to members.

Section 13. Quorum. ~~A one~~One-fifth (1/5) of the voting power, represented in person or by proxy, shall constitute a quorum at any meeting of the members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number of voting by classes is required by law, by the Articles, or by these Bylaws. The members present at a duly called and held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 14. Adjourned Meetings and Notices Thereof. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but in the absence of a quorum no business may be transacted, except as provided in Section 13 of this Article II.

It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken; *provided, however*, when any members' meeting is adjourned for more than forty-five (45) days or, if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as provided in Section 12 of this Article II.

Section 15. Voting. The members entitled to notice of any meeting or to vote at any such meeting shall be only persons in whose names memberships stand on the records of the Corporation on the record date for notice determined in accordance with Section 16 of this Article II. No member shall be entitled to cumulate his votes for any election of directors.

Elections for directors need not be by ballot. In any election of directors, the candidates receiving the highest number of votes shall be elected.

Voting shall in all cases be subject to the provisions of Chapter 6 of the California Nonprofit Public Benefit Corporation Law.

Section 16. Record Date. The Board may fix, in advance, and in accordance with the provisions of the California Nonprofit Public Benefit Corporation Law, a record date for the determination of the members entitled to notice of any meeting of members or entitled to exercise any rights in respect of any lawful action.

Section 17. Waiver of Notice. The transactions of any meeting of members, however called and noticed, and wherever held, shall be valid as though acted upon at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the

meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the California Nonprofit Public Benefit Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting.

Section 18. Action Without Meeting. Any action, except the election of directors which, as provided under any provision of the California Nonprofit Public Benefit Corporation Law, may be taken at any regular or special meeting of members may be taken without a meeting if the written ballot of every member is solicited, setting forth the action so taken. Action taken by written ballot shall be valid only if the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a record date for voting purposes be fixed as provided in Section 16 of this Article II, the record date for determining members entitled to cast written ballots pursuant to this Section 18, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited, whichever is first. Ballots, once cast, shall be irrevocable.

Section 19. Proxies. Every person entitled to vote pursuant to these Bylaws has the right to do so either in person or by one or more persons authorized by a written proxy executed by such member and filed with the Secretary. Any proxy duly executed and not revoked continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be effected either (a) by a writing delivered to the Secretary stating that the proxy is revoked, (b) by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or (c) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution.

Section 20. Inspectors of Election. In advance of any meeting of members, the Board may appoint inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election be not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any such meeting may, and on the request of any member or member's proxy shall, make such appointment at the meeting. The number of inspectors shall be either one (1) or three (3). If such inspectors are appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed. The duties of such inspectors shall be those prescribed by Section 5615(b) of the California Nonprofit Public Benefit Corporation Law.

Section 21. Conduct of Meeting. The Chairman shall preside as chairman at all meetings of the members. The chairman shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The chairman's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented in person or by proxy at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the chairman shall have all the powers usually vested in the chairman of a meeting of members.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to any limitations in the Articles, these Bylaws, and the California Nonprofit Public Benefit Corporation Law requiring the authorization or approval of the members, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, officers, members, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all or any of the officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation, and require from them security for faithful service;

(b) To adopt, make, and use a corporate seal, and to prescribe the forms of certificates of membership, if any, and to alter the form of such seal and of such certificates from time to time as they may deem best;

(c) To authorize the issuance of memberships of the Corporation from time to time, upon such terms and for such consideration as may be lawful;

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities therefor; and

(e) To approve all expenditures of funds of the Corporation for such use, purpose and need not inconsistent with law, the Articles, or these Bylaws, as they may deem appropriate.

Section 2. Number of Directors. The authorized number of directors shall be ~~fifteen~~twenty-one (~~15~~21) until changed by amendment of the Articles or these Bylaws duly adopted by the members amending this Section 2.

Section 3. Election and Term of Office. At the organizational meeting of the Board, the Board shall divide its member directors into two (2) groups to be designated Class I directors and Class II directors. The number of Class I directors shall be one (1) more than the number of Class II directors. Class I directors shall hold office until the annual meeting of members immediately following the adoption of these Bylaws (the "***Next Annual Meeting***"). Class II directors shall hold office until the annual meeting of members immediately following the Next Annual Meeting.

At each annual meeting of members following the Next Annual Meeting, a number of directors shall be elected by the entire membership equal to the number of directors whose terms shall have expired at the time of such meeting. Each director elected at an annual meeting of members shall hold office until the second following annual meeting of members and until a successor has been elected and qualified. Each director elected must be a Regular member in good standing.

Section 4. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chairman, the President, the Secretary, or the Board, unless the notice specifies a later time for the

effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective.

Vacancies in the Board may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director, and each director so elected shall hold office for the unexpired term of his or her predecessor.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail, at any regular or special meeting of members at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board may declare vacant the office of a director who has been declared mentally or physically incompetent by a final order of court, convicted of a felony, or been found by a final order of judgment of any court to have breached any duty arising under Sections 5230-5238 of the California Nonprofit Public Benefit Corporation Law.

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

No reduction in the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Place and Manner of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California, as determined from time to time by the Board. Any regular or special meetings of the Board may be designated open or closed to the general public at the discretion of the Board.

Section 6. Regular Meetings. Immediately following each annual meeting of members, the Board shall hold a regular meeting for the purposes of organization, election of officers, and the transaction of other business.

Other regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 7. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman, the President, any Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally or by telephone, electronic mail, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless,

to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 8. Quorum. One-fifth (1/5) of the sitting directors shall constitute a quorum of the Board for the transaction of business except to adjourn as provided in Section 11 of this Article III; *provided, however*, that in no event shall a quorum constitute less than two (2) directors. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall constitute an act of the Board, unless a greater number be required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of any directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 9. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

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

Section 11. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned; *provided, however*, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 12. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Evidence of such written consent can be made by a director through electronic mail, facsimile or delivery of a document bearing an original signature. Additionally, such written consent(s) shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 13. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

Section 14. Committees. The Board may appoint one or more committees, each consisting of two (2) or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) The filling of vacancies on the Board or in any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;

- (d) The amendment or repeal of these Bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction, as such transaction is defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

The Board may appoint alternate members of any committee who may replace any absent member of any committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 15. Advisory Board. The Advisory Board of the Corporation shall consist of all Honorary members, and shall be available to the Board for advice and consultation in matters relating to the Board.

Section 16. Fees and Compensation. Directors and members of any committee and the Advisory Board may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be determined by the Board.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Corporation shall be the Chairman, the President, the Secretary, the Treasurer and the General Counsel. The Corporation may also have, at the discretion of the Board, an Executive Director, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman or the President. Each officer must be a Regular member, and the Chairman and the President must be directors of the Corporation.

Section 2. Election. The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

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

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time, or by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the Corporation, and such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such removal or resignation shall be without prejudice to the rights, if any, of the officer or the Corporation under any contract of employment of the officer by the Corporation.

Section 5. Vacancies. 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 election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairman. The Chairman shall, if present, preside at all meetings of the Board, shall act as the chief executive officer of the Corporation (the “*CEO*”) and exercise and perform such other powers and duties as may be from time to time assigned by the Board; *provided, however*, that the Board shall have the authority, in the Board’s sole and absolute discretion, to delegate the function of acting as the CEO to the President. Subject to such powers, if any, as may be given by the Board to the President, the Chairman shall be the general manager and CEO of the Corporation and shall, subject to the control of the Board, have general supervision, direction, and control of the business and other officers of the Corporation. The Chairman shall preside at all meetings of the members.

Section 7. President. In the absence of the Chairman, the President shall preside at all meetings of the members and at all meetings of the Board. The President shall have the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board, including acting as the CEO.

Section 8. Vice Presidents. The Vice President(s), if any are appointed pursuant to Section 3 of this Article IV, shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of members, the Board, and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, the number of members present or represented at members’ meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office the original or a copy of the Articles and these Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, and shall send or cause to be sent to the members of the Corporation such financial statements and reports as are by law or these Bylaws required to be sent to them.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 11. General Counsel. The General Counsel shall be the chief legal officer of the Corporation. The General Counsel shall provide guidance to the Board on all matters of legal significance to the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V. OTHER PROVISIONS

Section 1. Inspection of Corporate Records. Subject to Sections 6330, 6331 and 6332 of the California Nonprofit Public Benefit Corporation Law, all books and records of the Corporation may be inspected by a member or by its attorney-at-law or attorney-in-fact for any proper purpose at any reasonable time.

Section 2. Endorsement of Documents; Contracts. Any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof may be executed by any person, persons or officers in such manner and from time to time as shall be determined by the Board and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for an purpose or amount.

Section 3. Representation of Shares of Other Corporations. The Chairman or any other officer or officers authorized by the Board are authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 4. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 5. Amendments. These Bylaws may be amended or repealed by approval of a majority vote of one-third (1/3) of the members or by the approval of a majority of the Board, except where the California Nonprofit Public Benefit Corporation Law expressly requires approval of the members or of a majority of all members.

ARTICLE VI. INDEMNIFICATION

Section 1. Indemnification of Corporate Agents. To the fullest extent permissible by the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law, the Corporation shall indemnify each of its agents against expenses, judgments, fines, settlements and other amounts, actually and reasonably incurred by such person by reason of such person's having been made or having been threatened to be made a party to a proceeding and the Corporation shall advance the expenses reasonably expected to be incurred by such agent in defending any such proceeding upon receipt of the

undertaking required by subdivision (f) of such Section. The terms “agent,” “proceeding” and “expenses” used in this Article VI shall have the same meaning as such terms in said Section 5238 of the California Nonprofit Public Benefit Corporation Law.

The Corporation may purchase and maintain insurance on behalf of any director, officer, member or employee of the Corporation against any liability asserted against or incurred by the director, officer or employee in such capacity or arising out of the director’s, officer’s or employee’s status as such, whether or not the Corporation would have the power to indemnify the director, officer or employee against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law; *provided, however*, that the Corporation shall have no power to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VII. EMERGENCY PROVISIONS

Section 1. General. The provisions of this Article VII shall be operative only during a national emergency declared by the President of the United States or the person performing the President’s functions, or in the event of a nuclear, atomic, or other attack on the United States or a disaster making it impossible or impracticable for the Corporation to conduct its business without recourse to the provisions of this Article VII. Said provisions in such event shall override all other provisions of these Bylaws in conflict with any provisions of this Article VII, and shall remain operative so long as it remains impossible or impracticable to continue the business of the Corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of these Bylaws other than those contained in this Article VII.

Section 2. Unavailable Directors. All directors of the Corporation who are not available to perform their duties as directors by reason of physical or mental incapacity or for any other reason or who are unwilling to perform their duties or whose whereabouts are unknown shall automatically cease to be directors, with like effect as if such persons had resigned as directors, so long as such unavailability continues.

Section 3. Authorized Number of Directors. The authorized number of directors shall be the number of directors remaining after eliminating those who have ceased to be directors pursuant to Section 2 of this Article VII.

Section 4. Quorum. The number of directors necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of directors remaining pursuant to Section 2 of this Article VII as the quorum established in Article III, Section 8 bears to the authorized number of directors set forth in Article III, Section 2.

Section 5. Directors Becoming Available. Any person who has ceased to be a director pursuant to the provisions of Section 2 of this Article VII and who thereafter becomes available to serve as a director shall automatically resume performing the duties and exercising the powers of a director unless the term of office of such person has expired in accordance with its original terms and a successor has been selected and qualified.

ARTICLE VIII. CONFLICT OF INTEREST

Section 1. Prohibition Against Conflict of Interest. No member of the Corporation may engage, participate or otherwise involve oneself in any affair, activity or other event which raises an actual or potential conflict of interest between such member’s engagement, participation or other involvement in

said affair, activity or other event and such member's obligation to abide by the Articles and these Bylaws, unless such actual or potential conflict of interest is disclosed to the Board, and such member is permitted by the Board to engage, participate or otherwise involve oneself in said affair, activity or other event.

Section 2. Policy. The Board, in its discretion, may formulate a policy with respect to the handling by the Corporation of matters involving a conflict of interest, provided, however, that such policy shall not be inconsistent with the provisions of the Articles or of these Bylaws.