

International Scientific Association for Probiotics and Prebiotics

BYLAWS

ARTICLE I
OFFICES

Section 1. Principal Office

The principal office of the Corporation for the transaction of its business shall be located at 502 Mace Blvd., Suite 12, Davis, California, 95618, or at such other place as may from time to time be designated by the Board of Directors of this Corporation (the "Board") as set forth in these Bylaws.

Section 2. Additional Offices

The Corporation may also have offices at such other places, within or without the State of California and/or United States, where it is qualified to do business, as its business may require and as the Board may, from time to time, authorize or designate.

ARTICLE II
PURPOSES

Section 1. Objectives and Purposes

The specific purposes for which this Corporation is organized are to foster and distribute to the general public and scientific communities research regarding probiotics and prebiotics, including, but not limited to, research to promote high quality scientific investigation and communication in the areas of the functionality and effect of prebiotics and probiotics; and to provide an organizational structure and science-based leadership to scientists focused on research and application of probiotics and prebiotics to humans and animals.

Section 2. Funding.

The Corporation shall seek contributions, bequests, gifts and grant funds to provide necessary capital for funding such research projects and for administrative and overhead costs, and, to the extent any proprietary products, materials or concepts are developed and exploited by the Corporation, may receive royalties or other income generated from such exploitation; provided, however, that the ownership interest of properties developed as a result of research projects partially or wholly funded by the Corporation may become the property of other persons or institutions pursuant to the terms of the research contract between the Corporation and such parties.

ARTICLE III
MEMBERS

Section 1. No Members in Legal Sense

This Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Accordingly, any action that would otherwise require approval by the members under the California Nonprofit Corporation Law shall require approval only by the Board. All rights, which would otherwise vest in the members, shall vest in the Board.

Section 2. Supporters May be Called Members

Persons and entities shall be eligible to become supporters of this Corporation upon payment of such dues, fees or contributions as shall be determined from time to time by the Board. Pursuant to Section 5332 of the California Nonprofit Corporation Law and notwithstanding Section 1 of this Article, supporters of this Corporation may be called Members, but the designation of such supporters as Members shall not confer upon such supporters any of the rights, powers or benefits of members under the California Nonprofit Public Benefit Corporations Law.

ARTICLE IV DIRECTORS

Section 1. Number

The Corporation shall have not less than three (3) nor more than twenty-one (21) Directors, with the exact number to be fixed within these limits from time to time by approval of the Board in the manner provided in these Bylaws. The initial number of Directors on the Board shall be six (6). In addition, the Board of Directors shall include the Executive Director, who shall have no vote.

Section 2. Powers

A. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Corporation Law, any other applicable laws, and these Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

B. Specific Powers

Without prejudice to the general powers set forth above in subsection A of Section 2 of this Article, but subject to the same limitations, the Directors shall have the power to:

- (i) Appoint and remove, at the pleasure of the Board, all the Corporation's officers, agents and the Executive Director, prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and fix their compensation and require from them security for faithful performance of their duties.

(ii) Change the address of the principal business office in California from one location to another, subject to the restrictions set forth in Article 1 above, cause the Corporation to be qualified to conduct its activities in any state, territory, independency, or country, within or outside California, and designate any place within or outside California for holding any meeting.

(iii) Adopt and use a corporate seal and alter the form of the seal.

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

(v) Unless otherwise determined by a court of competent jurisdiction, determine the organization or organizations to which the assets of the Corporation shall be distributed upon dissolution, subject to the limitations set forth in the Corporation's Articles of Incorporation.

Section 3. Duties

It shall be the duty of the Directors to:

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

B. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and the executive director.

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

D. Meet at such times and places as required by these Bylaws.

E. Register their addresses with the Secretary of the Corporation and notify the Secretary of the Corporation of such addresses so that notices of meetings mailed or otherwise transmitted to them at such addresses shall be valid notices thereof.

Section 4. Terms of Office

Each Director shall hold office until the next annual meeting for election of the Board as specified in these Bylaws, or until his or her successor is elected and qualified.

Section 5. Compensation

Directors shall serve without compensation, provided that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors meetings. In addition, they may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any

capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

Section 6. Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons," means either:

- A. Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reimbursement paid to a director for expenses in accordance with Section 5 of this Article; or
- B. 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 any person described in subsection A of Section 6 of this Article.

Section 7. Conflict of Interest

A Director shall excuse himself or herself from any vote upon any matter in which that Director has a financial conflict of interest. The foregoing, however, shall not affect the right of any Director to:

- A. Make donations to this Corporation; or
- B. Vote to approve the reimbursement of expenses for or fix the reasonable compensation of any Director or officer, including him or herself, in accordance with the provisions of Section 5235 of California Nonprofit Corporation Law.

Section 8. Place of Meetings

Meetings shall be held at the principal office of the Corporation unless otherwise determined by the Board or at such as has been designated from time to time by resolution of the Board. Any meeting, annual, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

Section 9. Regular and Annual Meetings and Election of Directors

An Annual Meeting of the Board shall be held following the end of each fiscal year of the Corporation on such date and at such time as shall be designated by the Chair of the Board. Regular meetings shall be held on dates designated by the Chair of the Board no less often than twice per year.

At the Annual Meeting of Directors, successor Directors shall be elected by the Board. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director shall cast one vote, with voting being by ballot only.

Section 10. Special Meetings

Special meetings of the Board may be called by the Chair of the Board, the Secretary or by any two or more Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

Section 11. Notice of Meetings

Meetings of the Board shall be held upon four (4) days' notice by first-class mail or any other written form of communication, including facsimile and electronic mail, or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail or other written form of communication, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 12. Contents of Notice

Notice of meetings shall specify the place, day and hour of the meeting. The purpose of the Annual or regular meetings need not be specified in the notice, except as required by law. The purpose of the meeting and the business to be transacted at a Special Meeting shall be specified in the notice of any special meeting, but such notice shall not prevent the Board from acting upon matters not specified in the notice.

Section 13. Waiver of Notice and Consent to Holding Meetings

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

Section 14. Quorum For Meetings

A quorum shall consist of a majority of Directors then in office. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn, though business matters may be discussed and recommendations adopted for submission to the Board at the next meeting at which a quorum is present. When a meeting is adjourned for lack of a quorum, notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting shall be given as provided in section 11 of this Article. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of

Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

Section 15. Majority Action as Board Action

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 is the act of the Board, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Corporation Law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 16. Conduct of Meetings

Meetings of the Board shall be presided over by the Chair of the Board, or in his or her absence, the Vice Chair, or, if no such person has been elected by the Board or, in the absence of each of these persons, by a Chair chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation 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. Meetings shall be governed by such rules as the Board may designate, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of the law.

Section 17. Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the Board" shall not include any "interested Directors" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other documents filed under any provisions of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 18. Vacancies and Removal.

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

Directors may be removed without cause by a majority of Directors then in office. Any Director may resign effective upon giving written notice to the Chair of the Board, or the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board or until his or her death, resignation or removal from office.

Section 19. Non-Liability of Directors

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

Section 20. Indemnification by Corporation of Directors, Officers, Employees and Other Agents.

To the extent that a person, who is, or was, a Director, Advisor, officer, employee or other' agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred, in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Corporation Law.

Section 21. Insurance for Corporate Agents

To the extent permitted by law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other 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 Section 5238 of the California Nonprofit Corporation Law.

ARTICLE V
BOARD OF ADVISORS

Section 1. Purpose and Powers

The Board is authorized to establish a Board of Advisors, which shall consist of such individuals and provide such assistance to the Corporation as shall be determined by a majority of the Board. The members of the Board of Advisors shall have no voting

power with respect to the organization, management or the activities of the Corporation and shall be separately designated from the members of the Board. The purpose of the Board of Advisors is to provide a mechanism whereby certain persons who may be able to provide tangible benefits to the organization by reason of their status in the community or their experience in certain fields may be recognized for their contributions to the Corporation. Individuals who are appointed to the Board of Advisors shall remain as members of the Board of Advisors until such time as they submit their written resignation to the Secretary of the Corporation, or until such time as a majority of the Board shall vote to remove such individual from the Board of Advisors for any reason whatsoever.

Section 2. Number

The Board of Advisors, if established, shall have not less than one (1), nor more than fifty (50) members, with the exact number to be fixed within these limits by approval of the Board.

ARTICLE VI OFFICERS

Section 1. Number of Officers

The officers of this Corporation shall be a Chair of the Board, a Secretary, a Treasurer, an Executive Director and, if deemed appropriate by the Board, one or more Vice Chairs of the Board, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither Secretary nor the Treasurer may serve as the Chair of the Board.

Section 2. Qualification, Election and Term of Office

The officers shall be selected/appointed by the Board from among the Directors. Officers shall hold office until the next Annual Meeting unless he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3. Subordinate Officers

The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 4. Removal and Resignation

Any officer may be removed for any or no reason, at any time, by a two-thirds vote of the Board of Directors,. Any officer may resign by giving written notice to the Chairman of the Board, and shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein. The acceptance of such resignation shall not be superseded by any conflicting terms of a contract which has

been approved or ratified by the Board relating to the employment of any officer of the Corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by that of Chair of the Board, such vacancy may be filled temporarily by appointment by the Chair of the Board until such offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6. Duties of the Chair of the Board

The Chair of the Board shall preside at meetings of the Board, serve as liaison to the Executive Director, and perform such other duties and functions as set forth in these Bylaws, in ISAPP policy or as may be prescribed by the Board.

Section 7. Duties of the Vice Chair of the Board

The Vice Chair of the Board shall perform the duties of the Chair of the Board in his or her absence.

Section 8. Duties of Secretary

The Secretary shall oversee the following functions:

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

B. Keep at the principal office of the Corporation a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

C. Ensure that notices are duly given in accordance with the provisions of these Bylaws or as required by law.

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

E. Exhibit at all reasonable times to any Director or the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation.

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

Section 9. Duties of Treasurer

Subject to the provisions of Article 7 of these Bylaws the Treasurer shall oversee the following functions:

- A. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board.
- B. Receive, and give receipt for monies due and payable to the Corporation from any source whatsoever.
- C. Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.
- D. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- E. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request thereof.
- F. Render to the directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- H. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 10. Executive Director

The Board shall retain, either directly or through a management contract, an Executive Director/Executive Officer who shall serve as a non-voting officer of the Corporation, and a non-voting member of the Board of Directors. The Executive Director will have the right to vote on any subcommittees or workgroups of which he/she is a member. The Executive Director shall oversee regular and ongoing activities of the Corporation dictated by the Bylaws and policies of the Corporation and advise the Board as to actions to fulfill the objectives and purposes of the Corporation. The Executive Director's activities and remuneration shall be subject to the Bylaws and policies of the Corporation, the approved annual budget and strategic plans of the Corporation, and the general oversight of the Board of Directors. The Executive Director shall be retained on an annual basis based on a majority vote of the Board. The Executive Director shall be responsible for employing and supervising all staff members of the Corporation.

Section 11. Compensation

The salaries of the 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 Corporation, provided, however, that such salaries received by officers of this Corporation shall be reasonable and given in return for the services actually rendered the Corporation which relate to the performance of the educational or public purposes of this Corporation.

ARTICLE VII COMMITTEES

Section 1. Executive Committee

The Board may, by a majority vote of Directors then in office, designate two (2) or more of its members (who may also be serving as officers of this Corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- A. The approval of any action, which under law or the provisions of these Bylaws requires the approval of the Board or of a majority of all of the Directors.
- B. The filling of vacancies on the Board or on any committee, which has the authority of the Board.
- C. The fixing of compensation of the Directors for serving on the Board or on any committee.
- D. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- E. The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable.
- F. The appointment of 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.
- H. The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(b) of the California Nonprofit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Nominating Committee

There may be established a Nominating Committee, which shall nominate qualified persons for election to the Board. The Nominating Committee shall consist of a number of Directors who shall be selected by the Board. The term of the Nominating Committee shall commence as of the Board meeting at which the members of the Nominating Committee are selected and terminate at the next succeeding Annual Meeting. At such next succeeding Annual Meeting, the Nominating Committee shall nominate a number of qualified persons at least equal to the minimum authorized number of Directors to be elected that year. In making their nominations, the members of the Nominating Committee shall attempt to select persons who have expressed or demonstrated an interest or expertise in the areas of the Corporation's activities. The nominations of the Nominating Committee shall be submitted to the Directors by first class mail at least thirty days prior to the Annual Meeting.

Section 3. Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Section 4. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members from the Board and its members' except that the time for regular meetings of committees to the conduct of meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VIII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

Except as otherwise provided in these Bylaws, the Board of Directors may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the resolution of the Board or by the provisions of Section 2 of this Article, 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 monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise determined by resolution of the Board, or as required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed as follows: (1) Provided the item or expense is specified in an approved budget, or otherwise approved in advance and in writing by the Board, items up to a value of \$5,000 may be signed by any person designated by the Board in writing as authorized in writing as an authorized signor. Should the budgeted/authorized item exceed \$5,000, the item shall be signed by a designated person and countersigned by at least one other person who is a Director. (2) Unbudgeted or unapproved items or expenses (items not specifically budgeted or approved in advance and in writing by the Board) of less than \$5,000 value may be signed by any person designated by the Board. Unbudgeted items or expenses which exceed \$5,000 in value shall be signed by an officer and at least one other person designated by the Board.

Section 3. Deposits

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

Section 4. Gifts

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

ARTICLE IX CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office in the State of California:

A. Minutes of all meetings of Directors, committees of the Board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

C. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section 2. Corporate Seal

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

Section 3. Directors' Inspection Rights

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

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 5. Annual Report

The Board shall cause an annual report to be furnished no later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The Expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- E. Any information required by Section 6 of this Article.

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

Section 6. Annual Statement of Specific Transactions to Directors

This Corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the Corporation, or its parent or its subsidiary was a party, and in which any Director or officer or the Corporation, or its parent or subsidiary (a mere common directorship with another corporation shall not be considered to create a parent or subsidiary relationship) had a direct or indirect material financial interest.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than TWENTY THOUSAND DOLLARS (20,000). Similarly, the statement need only be provided with respect to indemnifications or

advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or officer.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE X BYLAWS

Section 1. Amendment

Subject to any provision of the California Nonprofit Corporation Law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board.

ARTICLE XI AMENDMENT OF ARTICLES

Section 1. Amendment of Articles by the Board

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

Section 2. Certain Amendments

Notwithstanding the above Section of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XII PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. Prohibition Against Sharing Corporate Profits and Assets

No Director, officer, employee or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the

Corporation in effecting any of its public or educational purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.