

Bylaws of the
San Diego Conservation Resources Network

Article I: Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation, the San Diego Conservation Resources Network (hereafter the “Network”) is a California Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. This corporation is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be to:

- a. Provide a support network for nonprofit organizations involved in the conservation and management of natural and cultural resources (resource conservancies) in San Diego County, California;
- b. Facilitate and coordinate applied research, resource monitoring, and land management among resource conservancies, academic researchers, and government agencies;
- c. Provide guidance and staff support to individual resource conservancies;
- d. Provide analytical tools and focused research results to assist resource conservancies in habitat conservation, monitoring, and land management activities;
- e. Function as an institution and location that facilitates collaboration among resource conservancies and between resource conservancies, the academic community, public land stewards, public agencies, and the public;
- f. Provide a forum to promote the public’s understanding of critical conservation issues in San Diego County;
- g. Assist in mobilizing the financial means necessary to acquire, protect, manage, and monitor the condition of San Diego County’s natural and cultural resources; and
- h. Engage in other activities related to supporting the work of resource conservancies involved in land conservation and land management in San Diego County.

Article II: Membership

Section 1. Determination and Rights of Members

At its inception, the Network shall have only one class of members, all of whom can vote. The class shall include land trusts and land conservancies, land conservation “friends” groups, and other private nonprofit organizations dedicated to preservation of natural resources and the cultural resources associated with these natural resources in San Diego County, as evidenced by their work and adopted policies in land preservation, land management or stewardship, conservation education, or research. A member of the Network is an organization as defined in Article II, Section 2. No member organization shall hold more than one membership in the corporation. All members of the class shall have the same rights, privileges, restrictions, and conditions. The Board of Directors (henceforth the “Board”) of the Network shall have the authority to establish and define nonvoting classes of members.

Section 2. Qualifications of Members	<p>The qualifications for membership in this corporation include, but are not limited to, non-profit organizations with:</p> <ul style="list-style-type: none"> a. Current nonprofit 501(c)(3) status recognized by the Internal Revenue Service; and b. Adopted organizational goals and policies favoring the conservation of the natural and cultural resources of San Diego County through acquisition, stewardship, habitat conservation planning, long-term management, education, and/or research. <p>The Board shall have the authority to adopt additional membership criteria.</p>
Section 3. Appointment of Director and Alternate to the Board of Directors of the Network	<p>Each member organization of the Network in good standing shall annually appoint one director and one alternate director to the Board of Directors of the Network. Resolutions of appointment will be transmitted to the President, Vice President, or Secretary of the Board by the first Network meeting of each year.</p> <p>The directors present at the founding meeting of the Network shall serve as the first directors of the Network for purposes of incorporation.</p>
Section 4. Admission of Members	<p>Applicant non-profit organizations shall be admitted to membership after:</p> <ul style="list-style-type: none"> a. making application for membership in writing; b. payment of such dues as may be adopted by the Board as set forth in these bylaws; c. meeting such additional membership criteria as may be adopted by the Board; and d. upon approval of the application by a majority of the Board. <p>Notwithstanding the above membership process, acceptance into membership of the Network is ultimately at the discretion of the Board.</p>
Section 5. Fees and Dues	<ul style="list-style-type: none"> a. There shall be no Network membership dues for at least the first year, starting in March 2004. b. The annual dues payable to the corporation by members shall be determined by resolution of the Board at its first meeting of each year. The Board shall establish a sliding-scale fee for membership.
Section 6. Number of Members	<p>The number of member organizations of the Network shall not number more than 60, nor less than 10, unless these minimum and maximum numbers are changed by a majority vote of the Board of Directors.</p>
Section 7. Membership Book	<p>The corporation shall keep a membership book containing the name and address of each member organization and the date of its joining the network. Termination of the membership of any member organization shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.</p>
Section 8. Non-liability of Members	<p>A Director of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.</p>
Section 9. Non-transferability of Memberships	<p>No member may transfer a membership or any right arising there from. All rights of membership cease when the organization no longer meets the membership requirements.</p>

Section 10. Termination of Membership

The membership of a member organization shall terminate upon the occurrence of any of the following events:

- a. Upon receipt of a signed letter of resignation to an Officer of the corporation such membership to terminate upon the date of delivery of the notice.
- b. If this corporation has provided for the payment of dues by members, upon a failure to renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is mailed to such member organization by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- c. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any member organization expelled from the corporation shall receive a prorated refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article III: Board of Directors

Section 1. Number

The Board of Directors (hereafter "Directors") is composed of those directors chosen by their respective member organization and shall be equal in size to the number of member organizations as stated in Article II, Section 6.

Section 2. Qualifications

Directors shall be appointed as stated in Article II Section 3 of these bylaws. Directors shall be of the age of majority in this state.

Section 3. Duties and Powers

It shall be the duty of the Directors to:

- a. By a vote of sixty percent or greater, adopt these Bylaws and approve any future amendments to these Bylaws;
- c. Meet at such times and places as required by these Bylaws;
- d. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof;
- e. Elect the four Officers of the Network and the three additional directors who will make up the seven member Executive Committee;
- f. Adopt a sliding scale of membership dues to take effect after 2004;
- g. Accept or reject membership applications;
- h. Accept or reject any action to merge this organization with any other organization;
- i. Accept or reject any action to dissolve this organization according to the State of California law; and
- j. Accept or reject any action to dispose of any significant assets of the network.

All other duties and powers are hereby delegated to the Executive Committee.

Section 4. Term of Office

Directors may be reappointed by their member organizations on an annual basis.

Section 5. Compensation

Directors shall serve without compensation except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 6. Regular Board Meetings Regular meetings of the Board, including the annual meeting, shall be held at least twice per year. Meetings shall be held at the principal office of the corporation unless otherwise provided by the Executive Committee of the Board. The annual meeting shall be held during the month of January each year.

Section 7. Special Board Meetings Special meetings of the Board may be called by the Executive Committee or by written or email petition signed by at least 25% of the Board members. If a meeting is called for by petition, the Executive Committee must set a date and time within 10 days of receipt of the petition. Meetings shall be held at the principal office of the corporation unless otherwise provided by the Executive Committee of the Board. Any notice shall state the date, place, and hour of the meeting and the general nature of the business to be transacted, and no other business may be transacted at the meeting.

Section 8. Notice of Board Meetings The following provision shall govern the giving of notice for regular and special meetings of the Board:

At least two weeks prior notice shall be given by the Secretary of the corporation to each director of each meeting of the Board. Such notice shall be in writing, by first-class mail, by email, or by fax, and shall state the place, date, and time of the meeting and the agenda matters proposed to be acted upon at the meeting. The director to be contacted shall acknowledge personal receipt of the notice by a return message, email, or telephone call within 48 hours of the first notice.

Additional matters not included in Article III, Section 3, or on the agenda proposed by the Secretary, may be added to Board meeting agendas by a submittal of a written or email petition signed by at least 25% of the Board members.

Section 9. Quorum for Board Meetings A quorum shall consist of a majority of the Board (or their qualified alternates) entitled to vote and represented in person. No business involving action items shall be considered by the Board at any meeting at which the required quorum is not present at the beginning of the meeting, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. Information items not requiring action may be discussed at such meetings without a quorum.

Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present is the act of the Network, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Network.

Section 10. Voting Rights Each Board Director is entitled to one vote on each matter submitted to a vote. Voting at duly held meetings shall be by voice vote, show of hands, or by roll call as determined by the chair. Election of the Officers and other members of the Executive Committee, however, shall be by written ballot.

Section 11. Board Action Without Meeting Any action by the Board may be taken without a face-to-face meeting, in accordance with State of California law. Such actions may be taken by conference call, by email, or by written ballot. Unless otherwise specified by laws of the State of California, votes taken on such actions shall be confirmed by letter, fax, or email to the Secretary after the action. The same quorum requirements apply to actions without meetings as called for under Article III, Section 9.

Unless otherwise specified by laws of the State of California, approval of such actions without meeting shall be valid only when the number of votes cast 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 the action at a meeting at which the total number of votes cast was the same as the number of votes cast.

Section 12. Conduct of Meetings

Meetings of the Board shall be presided over by the President or, in his or her absence, the Vice President 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 shall act as secretary of all meetings of the board; however, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 13. Vacancies

Vacancies on the Board shall exist on the death, resignation, or removal of any director. Any director may resign effective upon giving written notice to the President of the Network, the Vice President, or the Secretary, 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 Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. The Board will remove any director who has been found by a final order or judgment of any court to have breached any duty under Article 3 of the California Nonprofit Corporation Law.

A vacancy on the Board shall be filled by the alternate appointed to that position until such time as the member organization that made the original appointment submits its new director appointment.

Section 14. Non-liability and Indemnification of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of California.

Section 15. Insurance for Corporate Agents

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 liabilities 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 Articles of Incorporation, these bylaws, or provisions of law.

Article IV: Officers

Section 1. Designation of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications

Any director in good standing of the Network may serve as an officer of this corporation.

Section 3. Election and Term of Office

Officers shall be elected by the Board at its first regular meeting of each calendar year. Officers shall be elected for one-year terms. Officers shall be eligible for re-election, and each officer shall hold office until he or she resigns, or is removed, or is otherwise disqualified from serving, or until his or her successor shall be elected and qualified, whichever occurs first.

From time to time, member organizations of the Network may choose to change their

Director and/or alternate to the Board. Should a member change its representative (Director) to the Board while that representative is serving as an officer or member of the Executive Committee, the Board shall immediately hold a new election to fill that office or position.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board, at any time by a two-thirds vote of the Board. Any officer may resign at any time by giving written notice to the President of the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Section 6. Duties of President

The President, subject to the control of the Board, shall supervise and control the affairs of the corporation and the activities of the officers and staff. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board or the Executive Committee.

Section 7. Duties of Vice-President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by the Board or the Executive Committee.

Section 8. Duties of Secretary

The Secretary shall:

- 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 or at such other place as the Board or Executive Committee may determine, a book of minutes of all meetings of the Directors and the Executive Committee, and, if applicable, meetings of committees of directors and of members, 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. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of the records.
- e. Keep at the principal office of the corporation the membership book required by Article III, Section 7.
- f. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- g. In general, perform all duties pertinent to the office of Secretary and such other duties as may be assigned to him or her from time to time by the Board or the Executive Committee.

Section 9. Duties of Treasurer

The Treasurer shall:

- 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 Executive Committee.
- 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 or the Executive Committee, 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 therefore.
- f. Render to the President and 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 assigned to him or her from time to time by the Board or Executive Committee.

Article V: Committees

Section 1. Executive Committee

The Board shall, by a majority vote of its members cast by written ballot, elect an Executive Committee of seven (7) directors, consisting of the four officers of the corporation and three additional Directors. The President of the Executive Committee may assign an agent or employee of the corporation, such as an Executive Director, to serve as a non-voting member of the Executive Committee.

Section 2. Duties and Powers of the Executive Committee

It shall be among the duties and powers of the Executive Committee to:

- a. 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 agents and employees of the corporation;
- b. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- c. Meet at such times and places as required by these Bylaws;
- d. Report to the Board of Directors on actions taken by the Executive Committee since the last Board meeting;
- e. Send the agenda for each Executive Committee meeting to all Directors, not just those Directors on the Executive Committee, so that any Director who wishes to may attend said meeting and present his or her views on agenda matters;

Except for the powers delegated to the Board of Directors by these Bylaws as listed in Article III, Section 3, the Executive Committee shall have all of the power and authority of the Board of Directors in the intervals between meetings of the Board of Directors; and

The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and send the minutes to the Board of Directors upon their adoption.

Section 3. Meetings of the Executive Committee

The Executive Committee shall adopt a schedule of its regular meetings upon its election each year, including dates, time, and place. The President, after consultation with the Executive Committee, shall prepare an agenda for the meeting and send it out with a notice of the scheduled meeting at least two weeks prior to the meeting date. Changes to this agenda may be made by the President when at least two weeks notice is given prior to the meeting date.

Section 4. Quorum of the Executive Committee

A quorum shall consist of a majority of the seven member Executive Committee. No business involving action items shall be considered by the Executive Committee at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. Information items not requiring action may be discussed at such meetings without a quorum.

Every act or decision done or made by a majority of the Executive Committee present at a meeting duly held at which a quorum is present is the act of the Network, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Network.

Section 5. Special Executive Committee Meetings

The President may call special meetings of the Executive Committee. Such meetings may also be called when three members of the Executive Committee ask for such a meeting in a written or emailed petition. If a meeting is called for by such petition, the President must set a date and time within 10 days of receipt of the petition. Meetings shall be held at the principal office of the corporation unless otherwise provided by the Executive Committee.

Section 6. Special Executive Committee Meeting Notice

The following provision shall govern the giving of notice for special meetings of the Executive Committee:

At least two weeks prior notice shall be given by the Secretary of the corporation to each director of the Executive Committee. Such notice shall be in writing by first-class mail, email, or fax, and shall state the place, date, and time of the meeting and the agenda matters proposed to be acted upon at the meeting. The director to be contacted shall acknowledge personal receipt of the notice by a return message, e-mail, or telephone call within 48 hours of the first notice. Meetings via email or similar means may be called by the President or, in his or her absence, the President-Elect or Vice President. Such a meeting can only be called if there is an urgent matter that should not wait until the next regular meeting. The President or directors calling the meeting shall give electronic notice to all of the members of the Executive Committee and specify how long they have to reply, but not less than two business days. No other notice of the meeting need be given. The notice shall:

- a. Propose a specific decision(s),
- b. Give reasons pro and con, and
- c. Specify why the matter(s) can't wait until the next regular Executive Committee meeting.

Section 7. Executive Committee Action Without Meeting

Executive Committee Action without Meeting may be taken according to the same requirements set out for the Board in Article III, Section 11.

Section 8. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board or the Executive Committee. These committees may consist of individuals organizations that are not also members of the Network and shall act in an advisory capacity to the Network. Each committee shall include at least one member of the Board of Directors. Each committee shall be defined by a charter which will include a list of committee members, the chair, the purpose of the committee, terms of office, and reporting responsibilities.

The Board or Executive Committee may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article VI: Execution of Instruments, Deposits and Funds

The Executive Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or officers, agent or agents, of the corporation 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, 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 except for contracts or commitments in the regular course of business of the corporation executed by an officer within the scope of his authority.

Except as otherwise specifically determined by resolution of the Executive Committee or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be authorized by the Treasurer and President of the corporation.

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 Executive Committee may select.

The Board or the Executive Committee may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

**Article VII : IRC
501(c)(3) Tax Exemption Provisions**

Section 1. Limitations on Activities

This corporation will follow the requirements of Section 501(h) of the Internal Revenue Code with respect to activities relating to the influence of legislation.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any 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
- b. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation shall:

- a. Distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- b. Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- c. Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- d. Not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and
- e. Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**Article VIII:
Amendment of Bylaws**

Section 1. Amendment

Subject to the power of the members of this corporation to adopt, amend, or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of sixty percent of the Board.

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

Article IX: Corporate Records and Reports

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of the Board of Directors, the Executive Committee, and committees of the Network, 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 record of its members, if any, indicating their names and addresses, entry date and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. 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. Directors' Inspection Rights

Every Director shall have the absolute right upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, at any reasonable time to inspect and

copy all books, records, minutes, and documents of every kind and to inspect the physical properties of the corporation,

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

Section 5. Periodic Report

The Executive Committee shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article X: Miscellaneous

Section 1. Principal Office

The principal office of the corporation is located in San Diego County, State of California. The Executive Committee may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

Section 2. Meeting Rules

Meetings shall be governed by Roberts' Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Construction and Terms

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all initial directors of the Executive Committee of this corporation, elected at the founding meeting, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 11 pages, as the Bylaws of this corporation.

Dated: _____

_____ Michael Kelly

_____ Craig Adams

_____ Michael Beck

_____ Noelle Collins

_____ Cindy Stankowski

_____ Rob Hutzel

_____ Rick Landavazo