

BYLAWS

of

NORTH CAMPUS -UNIVERSITY PARK DEVELOPMENT CORPORATION *A California Nonprofit Public Benefit Corporation*

ARTICLE I: NAME

The name of this corporation is North Campus University Park Development Corporation.

ARTICLE II: OFFICES

SECTION 1. Principal Office. The principal office for the transaction of the business of the corporation ("principal executive office") is located at California State University, Northridge, Northridge, California 91330. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2. Other Offices. The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III: MEMBERSHIP

This corporation shall have no members.

ARTICLE IV: DIRECTORS

SECTION 1. Powers.

- (a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law, Sections 89900 *et seq.* of the Education Code, Title 5, Subchapter 6 of the California Code of Regulations, §§42400 *et seq.*, and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, the board of directors. It is the purpose of this corporation to promote and implement the leasing, subleasing and development of approximately sixty-five (65) acres of land, commonly known as the North Campus, and the acquisition and leasing, subleasing and development of additional property, with funds received from such efforts to be used for the benefit of California State University, Northridge. All corporate powers shall be exercised to further such purpose.
- (b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
 - (i) Select and remove all directors of the corporation, except as otherwise provided in Article V below, and subject to Article II, Section 2(b) .

- (ii) Select. and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, the Articles of Incorporation, and these Bylaws.
- (iii) Select and remove all delegates of the corporation.
- (iv) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meetings, including annual meetings.
- (v) Adopt, make, and use a corporate seal; and alter the form of the seal.
- (vi) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

SECTION 2 Number and Qualification of Directors.

- (a) The authorized number of directors shall be not less than five (5) or more than eleven (11) until changed by amendment of the Articles or by a bylaw duly adopted by approval of the board of directors.
- (b) The President (or if there is no President, the Acting President) of California State University, Northridge (the "University"), or the President's or Acting President's designee, who shall be an officer of the University, shall, at all times, be an ex-officio director of the corporation (all further references in these Bylaws to the President of the University shall mean the President or Acting President of the University, or their designee). If appointed, a designee shall serve at the pleasure of the President of the University and consistent therewith may be removed as a director at any time by the President of the University. In the event of a vacancy or vacancies on the Board for any reason, or the need to elect a new director on account the expiration of the term of a director, the President shall submit to the board of directors a slate of nominees (which, at the President's election, may be limited in number to the number of vacancies to be filled) to fill the existing or impending vacancy or vacancies. From that slate, the Directors shall elect a nominee or nominees to fill the vacancy or vacancies, provided, however, that the composition of the board of directors shall consist of at least one or more representatives of each of the following:
 - 1. President of University
 - 2. Representative of administration and staff of University
 - 3. Faculty representative of University
 - 4. Student body President (or his/her designee)
 - 5. Community spokesperson (noncampus personnel)

SECTION 3. Election and Term of Office of Directors.

- (a) Except for the President of the University, directors shall be elected at various annual meetings of directors from a slate of nominees submitted to the Board by the President of the University; however, if an annual meeting is not held or such directors are not elected at an annual meeting, they may be elected at any special directors' meeting held for that purpose.
- (b) The President shall submit the slate of nominees in the form of a sample ballot to the Board at least 24 hours prior to the meeting, and the vote shall be taken at that meeting.
- (c) Each director shall hold office for three (3) years, provided that (i) a person who is acting as director by virtue of the fact that he/she is President of the University, shall cease to be a director at, and only at, such time that he/she ceases to be President of the University and (ii) a person who is acting as director by virtue of: the fact he/she is student body President, shall, unless otherwise determined by the affirmative vote of the directors, cease to be a director at such time as he/she ceases to be student body president. Subject to the immediately preceding sentence, each director may serve as a director for consecutive three (3) year terms and shall hold office until both expiration of a three (3) year term and election and qualification of a successor.

SECTION 4. Vacancies.

- (a) Event Causing Vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following (i) the death, resignation, or removal of any directors, (ii) the declaration b)' resolution of the board of directors of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law, or (iii) the increase of the authorized number of directors.
- (b) Resignations. Except as provided in this subsection any director may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.
- (c) Restriction on Interested Directors. Not more than 49% of the persons serving on the board of directors at any time may be interested persons. An interested person is (i) any person being compensated by the corporation for service rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation. No member of the board shall be financially interested in any contract or other transaction entered into by the board, and any contract or transaction entered into in violation of this paragraph is void, unless the transaction is in accordance with applicable law.

SECTION 5. Place of Meetings; Held in Public. Regular meetings of the board of directors may be held at any place within the state of California that has been designated from time to time by resolution of

the board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation.

To the extent required by law (as applicable to Auxiliary Organizations defined under Section 89901 of the California Education Code) , or these Bylaws, the Board and any subboard shall conduct its business in open public meetings and all persons shall be permitted to attend any such meeting of the Board or a subboard.

SECTION 6. Meetings. The board of directors shall meet annually for the purpose of organization, election of directors and officers, and the transaction of other business. Annual meetings shall be held on such date and at such time as may be fixed by the board.

The board of directors may also hold regular meetings for the purpose of organization and the transaction of other business. Regular meetings shall be held on such date and at such time as may be fixed by the board.

SECTION 7. Notice of Regular Meeting. The Board and any subboard shall annually establish, by resolution or by bylaws the time and location for holding regular meetings. The Board and any subboard shall, at least one week prior to the date set for the meeting, give written notice of the regular meeting which is called to any individual or medium that has filed a written request for notice. Any request for notice filed with the Board shall be valid for one year from the date on which it is filed unless a renewal request is filed.

SECTION 8. Special Meetings. A special meeting may be called at any time by the President or chairman of the board or subboard, or by a majority of the members of the board or subboard, by delivering personally or by mail written notice to each member of the board or subboard, and to any medium or other party to be directly affected by a meeting, or any other person who has requested notice in writing. The call and notice of a special meeting shall be delivered at least 24 hours prior to any meeting and shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at these meetings by the board or subboard. Written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the secretary of the board or subboard a written waiver of notice. The waiver may be given by telegram. Written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

SECTION 9. Quorum. Fifty percent (50%) of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article IV. Every act or decision done or made by majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 10. Closed Session. To the maximum extent allowable by law as it pertains to Auxiliary Organizations, the board or subboard may hold closed sessions to consider matters relating to litigation, collective bargaining, or the appointment, employment, evaluation of performance, or dismissal of an

employee, or to hear complaints or charges brought against an employee by another person or employee, unless the employee requests a public hearing. For the purposes of this section, "employee" does not include any person elected or appointed to an office. The board or subboard, upon a favorable majority vote of its members, may also hold a closed session to discuss investments where a public discussion could have a negative impact on the corporation's financial situation. In this case, a final decision shall only be made during public sessions.

SECTION 11. Participation in meetings by conference telephone. One or more members of the Board of Directors may participate in (and shall be deemed to be present at) an open or closed meeting through use of conference telephone or similar communications equipment, so long as all members of the Board participating in such meeting can hear one another (and, at open meetings, those in attendance can hear all members).

SECTION 12. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 13. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 14. Fees and Compensation of Directors. Directors and members of committees shall not receive compensation for their services. Directors and members of committees shall be reimbursed for expenses incurred, as may be determined by the board of directors to be just and reasonable.

ARTICLE V: DELEGATES

SECTION 1. Powers. As required during this corporation's existence, the delegates shall select a new director of the corporation in the event that there is no then acting director of the corporation to select a new director.

SECTION 2. Number and Qualification of Delegates. There shall be one delegate of the corporation until changed by a bylaw duly adopted by approval of the board of directors.

SECTION 3. Election and term of Office of Delegates. Delegates shall be elected by the directors of the corporation. The directors may elect more than one delegate and in that event shall provide for the order of priority in which such delegates shall serve. A delegate or successor delegate shall serve as such until his death, resignation, or removal by the board of directors, his conviction of a felony, or the declaration by an order of court of his unsound mind. In such event, a successor delegate designated by the board of directors shall serve as delegate.

SECTION 4. Meetings and Action of Delegates. Meetings and action of delegates shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute ho delegates for the board of directors and its members, provided, however, that there shall be no regular meetings of delegates. Minutes shall be kept of each meeting of delegates and shall be filed with the corporate records.

ARTICLE VI: COMMITTEES

SECTION 1. Committees of Directors. The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may

- (a) Fill vacancies on the board of directors or in any committee;
- (b) Fix compensation of the directors for serving on the board or on any committees;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) Appoint other committees of the board or the members thereof;
- (f) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (g) Approve any transaction (bond) to which the corporation is a party and one or more directors have a material financial interest; or (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors has a material financial interest.

SECTION 2. Meetings and Action of Committees. Except as provided in section 3, below, meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee members. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

SECTION 3. Advisory Committees. Notwithstanding anything set forth above in this Article VI, in designating a Committee, the board of directors may limit and restrict the activities of a particular designated Committee to research, investigative, and advisory matters. Committees operating under such limitations {hereinafter referred to as "Special Committees"} shall not have any power or authority to take action which otherwise would generally require the approval of the board of directors or a subboard. Except to the extent required by law pertaining to Auxiliary organizations, Special Committees may meet and confer and otherwise have meetings at such time and place as determined by the members of the Committee, and there shall be no requirement that notice be given of such meetings or that they be open to the public.

ARTICLE VII: OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VII. Any number of offices may be held by the same person, except that neither the secretary nor the Treasurer may serve concurrently as either the president or the chairman of the board.

SECTION 2. Election of Officers. The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VII, shall be chosen by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

SECTION 3. Subordinate Officers. The board of directors may appoint, and may authorize the chairman of the board or the president or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the board of directors.

SECTION 4. Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board, or, except in the case of an officer chosen by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

SECTION 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 6. Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointment to that office.

SECTION 7. Responsibilities of Officers.

- (a) Chairman of the Board. If such an officer be elected, the chairman of the board shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the Bylaws. If there is no president, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph (b) below.
- (b) President. Subject to such supervisory powers as may be given by the board of directors to the chairman of the board, if any, the president shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. In the absence of the chairman of the board, or if there be none, the president shall preside at all

meetings of the board of directors. He shall have such other powers and duties as may be prescribed by the board of directors or the Bylaws.

- (c) Vice President. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, 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 upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the chairman of the board.
- (d) Secretary. The secretary shall attend to the following:
 - (i) Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, and the names of those present at such meetings.
 - (ii) Notices, Seal, and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board of directors required by the Bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the board of directors or the Bylaws.
- (e) Treasurer. The Treasurer shall attend to the following:
 - (i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, in accordance with trustee policy and regulations by an officer designated by the trustees, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.
 - (ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the Bylaws.
 - (iii) Audit. In accordance with procedures prescribed by the chancellor, the board shall annually audit its financial statements, and the results of such audit shall be open to the Board of Trustees and shall be furnished to the Chancellor and to the Department of Finance on the date or dates designated by the Chancellor. The corporation annually shall either (1) publish an audited statement of its financial condition in a campus newspaper; or (2) publish a notice in a campus newspaper indicating the on-campus location where copies of the audited financial statements may be obtained or reviewed; or (3) Publish a

notice of the audited statements in accordance with subdivision (1) or (2) in a campus bulletin or other appropriate medium if a campus newspaper is unavailable.

- (iv) Bond. If required by the board of directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of this office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

SECTION 1. Definitions. For the purpose of this Article,

- (a) "Agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
- (b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) "Expenses" includes, without limitation, all attorneys' fees, costs, any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2. Successful Defense by Agent. To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issues or matters~ therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

SECTION 3. Actions Brought by Person Other than the Corporation. Subject to the required findings to be made pursuant to Section 5 below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceedings other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION 4. Action Brought by or on Behalf of the corporation.

- (a) Claims Settled Out Of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
- (b) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
 - (i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

- (a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had reasonable cause to believe that his conduct was unlawful.
- (b) Manner of determination of Good Faith Conduct. The determination that the agent did act in a manner complying with subsection (a) above shall be made by:
 - (i) The board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

SECTION 6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Section 2, in any circumstance when it appears.

- (a) That the indemnification or advance would be inconsistent with a provision of the Articles, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION 8 Contractual- -Rights of Nondirectors and Nonofficers. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 9. Insurance. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

SECTION 10. Fiduciaries or Corporate Employee Benefit Plan. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE IX: CORPORATE RECORDS

SECTION 1. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection.

SECTION 2. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minute of proceedings of the board of directors and any committee(s) of the board of directors shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form, and in accordance with trustee policy and regulations by an officer designated by the trustees. The minutes and accounting books and records shall be open to inspection at any reasonable time during usual business hours. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

SECTION 3. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE X: AMENDMENTS

These Bylaws may be amended or repealed by approval of the board.

ARTICLE XI: CONSTRUCTION AND DEFINITIONS

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

ARTICLE XII: RULES OF ORDER

Robert's Rules of Order Newly Revised as revised and in effect from time to time shall constitute the corporation's rules of order.

Approved February 5, 2001
Approved September 21, 2004
Approved September 26, 2006