

**BYLAWS OF ST. MATTHEW'S PERFORMING GUILD
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

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**Bylaws of
St. Matthew's Performing Guild**

A California Nonprofit Public Benefit Corporation

Article 1: Offices

Section 1: Principal Office

The principal office of the Corporation for the transaction of its business is located in Sacramento County, California.

Section 2: Change of Address

The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principle 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 an amendment of these Bylaws.

_____ Dated __/__/__

_____ Dated __/__/__

_____ Dated __/__/__

_____ Dated __/__/__

_____ Dated __/__/__

_____ Dated __/__/__

_____ Dated __/__/__

_____ Dated __/__/__

Section 3: Other Offices

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

Article 2: Purposes

Section 1: Objectives and Purposes

The primary objective and purpose of this Corporation shall be to educate the general public by means of accurate historical re-enactments and related activities. To this end, the Corporation shall operate a club known as St. Matthew's Guild of Historical Performers, hereafter referred to as "the Guild."

Article 3: Directors

Section 1: Number

This Corporation shall have three Directors and collectively they shall be known as the Board of Directors, The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adopting of a new Bylaw, as provided in these Bylaws.

Section 2: Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of the Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

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 the Officers, agents, and employees of the Corporation;

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 notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 4: Terms of Office

Upon incorporation a three-person Board of Directors shall be formed of voting members of the Corporation. Election of Directors shall be held during the Annual Members meeting in April of each year. The Directors' term of office shall commence with the beginning of the next fiscal year.

The Incorporating Directors, upon the formation of the Corporation, shall classify themselves by lot so that the term of office of one of them shall be until the election and qualifications of a successor at the first succeeding general Corporation election, and the term of office of two of them shall be until the election and qualification of successors in the second succeeding general Corporation election.

The term of office of each Director other than the incorporating Directors shall be two years, terminating with the end of the second fiscal year after his or her election.

At its regular meeting in January of each year, a quorum of the Board of Directors shall select a Director to serve as Chairperson of the Board.

Section 5: Compensation

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of the 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 provisions of these Bylaws, no more than forty-nine percent (49%) of the persons serving on the Board of Directors shall be interested persons. For purposes of this Section, "interested persons" means either:

a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

b) Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 7: Place of Meetings

Meetings shall be held at the principle office of the Corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principle office of the Corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meetings as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meetings can hear one another.

Section 8: Regular and Annual Meetings

The regular meeting of Directors shall be held on the Third Thursday in January of each year at seven o'clock in the evening (7:00 PM) unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

The Annual Meeting of Members shall be held on the third Saturday in April at twelve noon (12:00 PM) unless such day falls on a legal holiday, in which event the Annual Meeting of Members shall be held at the same hour and place on the following Saturday.

Section 9: Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, the Treasurer, or by any two Directors, and such meeting 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 principle office of the Corporation.

Section 10: Notice of Meetings

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone, telegraph, facsimile or e-mail with acknowledgment of receipt requested. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. If sent by facsimile or e-mail the notice shall be deemed to be delivered upon confirmation of successful facsimile transmission or receipt of return e-mail acknowledging receipt. Such notices shall be addressed to each Director at his or her address, facsimile number or e-mail address as shown on the books of the Corporation. Notice of the time and place of holding adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such 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 meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 11: Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 12: 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 13: Quorum for Meetings

A quorum shall consist of two (2) Directors. Except as otherwise provided in the 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. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give notice of the time and place of the adjourned meeting or of the business to be

transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 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 14: 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 of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter of the Board.

Section 15: Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or in his or her absence, the President of the Corporation or, in his or her absence, by the Vice-President of the Corporation or, in the absence of each of these persons, by a chairperson chosen by 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 Roberts' Rules of Order, as such rules may be revised from time to time, in so far 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 law.

Section 16: Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors 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 Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the

Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors 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 17: Vacancies

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

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been bound by a final order of judgment of any court to have breached any duty under Section 5230 or any other applicable provisions of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of all members if the Corporation has less than fifty (50) voting members or by vote of a majority of the votes represented at a membership meeting at which a quorum is present if there are fifty (50) or more members.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the 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 approval of a quorum of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of the majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of the Bylaws, or (3) a sole remaining Director. Vacancies created by the removal of a Director may be filled only by the approval of the members. The members of this Corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the end of the fiscal year following the next annual election of the Board of Directors or until his or her death, resignation, or removal from office, whichever occurs first.

Section 18: Non-Liability of Directors

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

Section 19: Indemnification By Corporation of Directors and Officers

To the extent that a person who is, or was, a Director or Officer of the Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigation proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, a Director or Officer 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 in 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 Public Benefit Corporation Law.

Section 20: Insurance for Corporate Agents

The Board of Directors may adopt a resolution for 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 other than for violating provisions of law relating to self-dealing (Section 5322 of the California Nonprofit Public Benefit Corporation Law) 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 Public Benefit Corporation Law.

Article 4: Officers

Section 1: Number of Officers

The officers of this Corporation shall be a Chairperson of the Board, a President, a Vice President, a Secretary, and a Treasurer.

With the singular exception of the Chairperson of the Board no person may be both an officer and a Director at the same time.

No officer shall hold more than one office at any time.

Section 2: Qualification, Election, and Term of Office

Any person may serve as officer of this Corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until 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: Removal and Resignation

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. 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. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

Section 4: Vacancies

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

Section 5: Duties of the Chairperson of the Board

The Chairperson of the Board shall (a) act as liaison between the Officers and the Board of Directors; (b) conduct periodic reviews of the financial records of the Corporation as maintained by the Treasurer of the Corporation; (c) approve disbursements in excess of the applicable budget line item up to the limit for such out of budget disbursements which the Board of Directors shall set by policy from time to time; and (d) perform such other duties as may be required by law, by the Articles of Incorporation of this Corporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Section 6: Duties of the President

The President shall be the chief executive officer of the Corporation and shall, subject to directions from the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the

members. 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 of Directors.

Section 7: Duties of the 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 restriction on, the President. The Vice President shall have others powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8: Duties of the Secretary

The Secretary shall:

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.

Keep at the principle office of the Corporation, or at such other place as the Board may determine, a book of the minutes of all meetings of the Directors, 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.

See that all notices are duly given in accordance with the provision of these Bylaws, or as required by law.

Be custodian of the records and of the seal of the Corporation, if any, 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 these Bylaws.

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

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 of Directors.

Section 9: Duties of the Treasurer

Subject to the provision of these Bylaws relating to the "Execution of Instruments, Deposits, and Fund" the Treasurer shall:

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 such depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

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.

Exhibit at all reasonable times the membership book, the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney on request thereof.

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.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Keep at the principle office of the Corporation a membership book containing the name and address of each and any members and, in the case where membership has been terminated he or she shall record such fact in the membership book together with the date on which such membership ceased.

Maintain a roster of the membership of the Guild including the member's name, mailing address, phone number and e-mail address if any, membership level, donations made, dues paid, fees paid, assessments paid, and membership expiration date.

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 this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10: Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officers 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 compensation paid a Director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of the Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

Article 5: Committees

Section 1: Executive Committee

The Board of Directors may, by a majority vote of Directors, designate two (2) or more of its members to constitute an Executive Committee and delegate to the 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 provision of these Bylaws, requires the approval of the members or of a majority of all of the members.
- 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 the 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(d)(3) of the California Nonprofit Public Benefit 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 (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular 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: Other Committees

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

Section 3: Meeting and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provision of the Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions 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 fixed by resolution of the Board of Directors or by the committee. The time for special meeting of committees may also be fixed by the Board of Directors. The Board of Directors 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 provision of the Bylaws.

Article 6: Execution of Instruments, Deposits, and Funds

Section 1: Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the 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 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 specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment

of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

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 of Directors may select.

Section 4: Gifts

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

All monies and gifts donated to the Guild shall be the property of the Corporation to be disbursed according to the requirements of applicable statutes and regulations, the Articles of Incorporation of the Corporation, of these bylaws, and the polices set forth from time to time by the Board of Directors of this Corporation.

Article 7: Corporate Records, Reports, and Seal

Section 1: Maintenance of Corporate Records

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

- a) Minutes of all meetings of Directors, committees of the Board, and 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 record of its members indicating their names and addresses and 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.

Section 2: Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principle 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: Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member, upon ten (10) business days' prior written demand upon the Corporation, which demand shall state the purpose for which the inspection rights are requested, and payment of a reasonable administrative fee for administration time and all related expenses:

- a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times.
- b) To obtain from the Secretary of the Corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date subsequent to the date of demand specified by the member.
- c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board.

Section 5: 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 included the right to copy and make extracts.

Section 6: Annual Report

The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation and to any member who requests it in writing, 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 principle 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, during the fiscal year;
- d) The expenses of disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or if there is not such report, the certificate of and authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

If this Corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this Corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

Section 7: Annual Statement of Specific Transactions to Members

This Corporation shall mail or deliver to all Directors and any and all members a statement within one hundred twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- a) Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
 - 1) Any Director or Officer of the Corporation or its parent or subsidiary (mere common directorship shall not be considered a material financial interest);or
 - 2) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more that FIFTY THOUSAND DOLLARS (\$50,000) or

which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

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, except that no such statements need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

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.

If this Corporation has any members and provides all members with an annual report according to Section 6 of this Article, then such annual report shall include the information required by this Section.

Article 8: Fiscal Year

Section 1: Fiscal Year of the Corporation

The fiscal year of the Corporation shall begin on the first day of July and end on the 30th day of June in each year.

Article 9: Amendment of Bylaws

Section 1: Amendment

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporation Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the Corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

b) By approval of the members, if any, of this Corporation.

Article 10: Amendment of Articles

Section 1: Amendment of Articles Before Admission of Members

Before any members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

Section 2: Amendment of Articles After Admission of Members

After members, if any, have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this Corporation.

Section 3: Certain Amendments

Notwithstanding the above sections of this Article, this Corporation shall not amend its articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this Corporation nor the name and address 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 Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

Article 11: Prohibition Against Sharing Corporate Profits and Assets

Section 1: Prohibition Against Sharing Corporate Profits and Assets

No member, Director, Officer, employee, or other person connected with the Corporation, or any Private individual, shall receive at any time any of the net earnings or pecuniary 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 charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; 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. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation and not otherwise.

Article 12: Members

Section 1: Determination and Rights of Members

The Corporation shall have only one class of members. No member shall hold more than one membership in the Corporation. Except as expressly provided or authorized by the Articles of Incorporation or Bylaws of the Corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2: Qualifications of Members

The qualifications for membership in the Corporation are as follows:

A prospective member of the Corporation shall have attained a minimum of eighteen (18) years of age.

A prospective member of the Corporation shall satisfy such requirements or standards as may from time to time be established by the Masters' Committee of the Guild.

Admission to membership in the Corporation shall in no way be prohibited or denied on the basis of race, creed, color, sex, or sexual preference.

Section 3: Admission of Members

Applicants shall be admitted to membership upon approval of a majority of a quorum of the Masters' Committee of the Guild.

Section 4: Fees, Dues, and Assessments

a) The fees charged for making application for membership in the Corporation shall be in such amount as may be specified from time to time by resolution of the Board of Directors charged from and payable with, the application for membership.

b) The annual dues payable to the Corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors and shall be due on the first of June each year.

c) Memberships shall be nonassessable.

Section 5: Number of Members

There is no limit on the number of members the Corporation may admit.

Section 6: Membership Book

The Corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of each membership. Such book shall be kept at the Corporation's principal office and shall be available for inspection by any Director or member of the Corporation during regular business hours.

The record of names and addresses of the members of the Corporation shall constitute the membership list of the Corporation and shall not be used, in whole or part, by any purpose not reasonably related to a member's interest as a member.

Notwithstanding other legal meanings, the preceding paragraph shall be especially construed to forbid the sale or distribution of the membership list, in whole or part, to nonmembers without the express written permission of each member named therein, except where required by law.

Section 7: Non-Liability of Members

A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligation of the Corporation.

Section 8: Nontransferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 9: Termination of Membership

a) Grounds for Termination. The Membership of a member shall terminate upon the occurrence of any of the following events:

- 1) Upon his or her notice of such termination delivered to an officer or director of the Corporation personally or by mail, such membership to terminate upon the date of personal delivery of the notice or the date of deposit in the mail.
- 2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation.
- 3) Upon a failure to renew his or her membership by paying dues on or before their due date. The Corporation will purge its membership list in November of each year. The membership of any member who has neither paid his or her dues by the first of November nor made special arrangements with the President to continue membership

pending payment will be terminated at that time. Under no circumstances is an individual whose membership has lapsed allowed to vote on any Corporation business.

b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this Section, the following procedure shall be implemented:

1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the Corporation's record, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed exclusion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

4) Any person expelled from the Corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

Section 10: Rights on Termination of Membership

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

Section 11: Amendments Resulting in the Termination of Memberships

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Corporation would result in the termination of all memberships or any class of membership, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

Section 12: Definitions of Guild Memberships

There shall be three levels of membership in the Guild:

1) APPRENTICE: This level of membership shall be acquired upon acceptance by the Treasurer of the first period's assessments as set by the Masters' Committee of the Guild. This level of membership in the Guild shall not imply membership in the Corporation nor any voting rights in the Corporation. Privileges of this level of membership in the Guild shall be subject to policies set forth by the Masters' Committee and shall be changeable by the Masters' Committee of the Guild without prior notice.

2) JOURNEYMAN: This level of membership shall be acquired by vote of a majority of a quorum of the Masters' Committee of the Guild, and subject to the qualification set forth in Article 12, Section 2 of these Bylaws. Insofar as a Journeyman meets all other qualifications for membership in the Corporation this level of membership in the Guild shall imply membership in the Corporation with full voting rights.

3) MASTER: Insofar as a Master meets all other qualifications for membership in the Corporation this level of membership in the Guild shall imply membership in the Corporation with full voting rights. In addition to meeting the qualifications set forth in Article 12, Section 2 of these Bylaws, this level of membership shall be acquired by any of the following:

a) Election to the Board of Directors. The Membership level of Master shall coincide with the term of office on the Board of Directors. Upon resignation, removal, or expiration of his or her term of office as required by law, the Articles of Incorporation of this Corporation, or by these Bylaws, unless otherwise qualified by paragraph 3(b) or 3(c) of this Section, the membership level shall revert to Journeyman, Apprentice, or non-member according to the definitions set forth in this Section.

b) Appointment to an Office of the Corporation. The membership level of Master shall coincide with the term of office as an officer. Upon resignation, removal, or expiration of his or her term of office as required by law, the Articles of Incorporation of this Corporation, or by these Bylaws, unless otherwise qualified by paragraph 3(b) or 3(c) of this Section, the membership level shall revert to Journeyman, Apprentice, or non-member according to the qualifications set forth in this Section.

c) Election by a majority of a quorum of Journeymen. The membership level of a Master so elected shall expire one year from the date of election or until removed from that level by a vote of two-thirds (2/3) of a quorum of Journeymen, whichever comes first. Only one so elected Master may serve at any given time.

For the purposes of this Section a quorum of Journeymen shall be defined as fifty-one percent (51%) of all members with Guild membership of Journeyman listed on the Guild roster.

All Guild members with membership level of Master on the Guild roster shall jointly comprise the Masters' Committee of the Guild which, in addition to its duties in

approving Apprentice graduation to Journeyman, shall also take on such other duties as shall be assigned to them by the Board of Directors from time to time.

A quorum of the Masters' Committee shall be defined as fifty-one percent (51%) of the membership of the Masters' Committee as defined in this section.

Article 13: Meetings of Members

Section 1: Place of Meetings

Meetings of members shall be held at the principal office of the Corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 2: Annual and Other Regular Meetings

The members shall meet annually on the third Saturday in April of each year at twelve noon (12:00 PM) for the purpose of electing directors, approving the budget for the next fiscal year, and transacting such other business as may come before the meeting. 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 voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

Other regular meetings of the members shall be held on the same day and time as the Guild meeting each month.

If the day fixed for the annual meeting or other regular meetings falls on a legal holiday, such meeting shall be held at the same hour and place on the next Saturday.

Section 3: Special Meetings of Members

Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the Corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

Section 4: Notice of Meetings

a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Corporation not less than ten (10) nor more than ninety (90) days before the date of the

meeting to each member who, on the record date for the notice, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, including electronic mail, addressed to the member at the address of such member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the Corporation is located by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located, Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication, including electronic mail.

c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of business to be transacted, and that other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by the Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairperson of the Board, President, Vice President, or Secretary of the Corporation. The Officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers,

consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- 1) Removal of directors without cause;
- 2) Filling of vacancies on the Board by members;
- 3) Amending the Articles of Incorporation; and
- 4) An election to voluntarily wind up and dissolve the Corporation.

Section 5: Quorum for Meetings

A quorum shall consist of fifty-one percent (51%) of the voting members of the Corporation.

The members 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 members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of the Article, if this Corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

Section 6: Majority Action as Membership Action

Every act or decision made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number.

Section 7: Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

Section 8: Proxy Voting

Members entitled to vote shall not be permitted to vote or act by proxy.

No provision of this or other sections of these Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

Section 9: Conduct of Meetings

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is not Chairperson, by the President of the Corporation, or in his or her absence, by the Vice President of the Corporation, or in the absence of all of the persons, by a Chairperson chosen by the majority of the voting members, present in person or by proxy. The Secretary of the Corporation shall act as Secretary of all meetings of members, 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 Roberts' Rules of Order, 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 any provision of law.

Section 10: Action by Written Ballot With or Without a Meeting

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeded 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 by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director. Written ballots for election of Directors may be submitted by mail prior to the annual meeting of members or submitted in person or by a designated representative at the annual meeting of members.

A written ballot may not be revoked after its receipt by the Corporation or its deposit in the mail, whichever occurs first.

Section 11: Reasonable Nomination and Election Procedures

This Corporation shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size, and operations of the Corporation, and shall include:

- a) A reasonable means of nominating persons for election as Directors.

b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

c) A reasonable opportunity for all nominees to solicit votes.

d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the Corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the Corporation within five (5) business days after the request allows the nominee, at the Corporation's option, the right to do either of the following:

1) Inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the Corporation, which demand shall state the purpose for which the inspection rights are requested;

2) Obtain from the Treasurer, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date of which the list is to be compiled.

If the Corporation distributes any written election material soliciting votes for any nominee for Director at the Corporation's expense, it shall make available, at the Corporation's expense, to each other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the monthly Guild meeting one month prior to the annual meeting of members to be held for the purpose of electing Directors by any members present at the meeting. However, if the Corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Benefit Corporation Law may be used to nominate person for election to the Board of Directors.

If this Corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Benefit Corporation Law shall be followed by this Corporation in nominating and electing persons to the Board of Directors.

Section 12: Action by Unanimous Written Consent Without Meeting

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 13: Record Date for Meetings

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

Article 14: Budget

Section 1: Requirement for a Budget

No liability may be incurred nor disbursement of cash or any other asset of this Corporation may be made without an annual Budget approved by a majority of a quorum of the members of this Corporation except as otherwise provided for by law, by the Articles of Incorporation of the Corporation, or by these Bylaws.

Section 2: Presentation of the Annual Budget

Prior to the annual meeting of members in April of each year, the President shall present a proposed Budget for the following budget year (which coincides with the fiscal year) to the members of the Board of Directors.

The Board of Directors shall review this proposed Budget and shall request the President to modify it as necessary.

When a majority of a quorum of the Board of Directors has notified the President of their approval of the proposed Budget, the President shall direct the Secretary to have a copy of the proposed Budget delivered to each member of the Corporation personally or by mail, telegraph, facsimile or e-mail with acknowledgment of receipt requested. . These copies shall be distributed at least one week (seven days) prior to the annual Members' meeting in April of each year. If sent by mail or telegraph, the proposed

budget shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. If sent by facsimile or e-mail the it shall be deemed to be delivered upon confirmation of successful facsimile transmission or receipt of return e-mail acknowledging receipt.

Section 3: Approval of the Budget

The Board of Directors shall present the proposed Budget to the Members at the annual Members. Discussion shall be held for fifteen (15) minutes after which a motion for approval of the proposed Budget with any amendments thereto shall be entered by the Chairman of the Board. If no second to the motion is entered or if the Budget is not approved by a majority of the members present, the Budget shall be returned to the President for modification and re-presentation and approval at a meeting to be held one month later. If the proposed Budget is approved by a majority of the members present it shall be considered binding on the Board of Directors, the Officers of the Corporation, and all the Members thereof, for all transactions in the Budget year.

Section 4: Midyear Budget Modification

If the Board of Directors deems that the current year's Budget is inadequate or unrealistic, and that a revised Budget is required, they may direct the President to prepare a proposed revised Budget and to present it to them at a regular or special meeting of the Board of Directors.

The Board of Directors shall review this proposed revised Budget and shall request the President to modify it as necessary.

When a majority of a quorum of the Board of Directors has notified the President of their approval of a proposed revised Budget, the President shall direct the Secretary to have a copy of the proposed revised budget delivered to each member of the Corporation personally or by mail, telegraph, facsimile or e-mail with acknowledgment of receipt requested. These copies shall be distributed at least one week (seven days) prior to a Special Members' Meeting to be called for the purpose of approving this budget revision. This special meeting shall be called and published according to the rules for special members' meetings set forth in these Bylaws. If sent by mail or telegraph, the proposed revised Budget shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. If sent by facsimile or e-mail it shall be deemed to be delivered upon confirmation of successful facsimile transmission or receipt of return e-mail acknowledging receipt.

The Board of Directors shall present the proposed revised Budget to the members at the Special Meeting of Members. Discussion shall be held to fifteen (15) minutes after which a motion for approval of the proposed revised Budget with any amendments thereto shall be entered by the Chairman of the Board. If no second to the motion is

entered or if the Budget is not approved by a majority of the members present, the Budget shall be returned to the President for modification and representation at a subsequent Special Meeting of Members. If the proposed Budget is approved by a majority of the members present it shall be considered binding on the Board of Directors, the Officers of the Corporation, and all the Members thereof, for all transactions in the Budget year.

Section 5: Budget Committees

The Budget shall assign disbursement authority for specific budget items to Committees. Those Committees shall include, but not be limited to, the following:

- a) The Board of Directors, whose chairperson shall be the Chairperson of the Board.
- b) The Officers of the Guild, whose chairperson shall be the President of the Corporation.

Any other Committee, which shall be specified in the Budget by the President, shall elect from among its membership a chairperson for budget purposes.

Section 6: Disbursement Approval

Every disbursement of cash, or incurment of liability, must be approved by the chairperson of the Committee responsible for the item as set forth in the Budget and also be within the budget limit placed on the expenditures of that Committee.

The Board of Directors shall retain veto power over any expenditure/disbursement that they consider to threaten the solvency of the Corporation. To this end, the Treasurer shall inform the Chairperson of the Board, prior to disbursement, of any disbursement that exceeds corporate funds or unreasonably depletes corporate accounts. No disbursement is to be made where funds are not immediately available in the Corporate account.

Questions regarding the responsibility of a given Committee over a given expenditure shall be presented to the Board of Directors, whose decision shall be final.

No liability shall be considered binding on the Corporation or the Guild if it is entered into without proper approval as set forth in these Bylaws. Cash disbursements or disbursements of any assets of the Corporation undertaken by anyone in contravention of law, of these Bylaws, of the Articles of Incorporation of the Corporation, or of the direction of the Board of Directors shall incur on the person so disbursing cash or assets a debt to the Corporation equaling the value of the aforementioned disbursements and shall be considered reasonable grounds for termination of membership, removal from office, removal from the Board of Directors, or other disciplinary actions as may be

permitted by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.

Written Consent of Directors Adopting Bylaws

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Incorporation of Saint Matthew's Performing Guild, a California Nonprofit Public Benefit Corporation, and, pursuant to the authority granted to the Directors by the Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 35 pages, as the Bylaws of this Corporation.

Dated: _____

Director

Director

Director