Bylaws of

Little Wonders: A Parent-Child Center

A California Nonprofit Corporation

Article I

NAME

The name of this corporation shall be **Little Wonders: A Parent Child Center**

Article II

PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation is located in San Mateo, San Mateo County, California. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary of these bylaws opposite this section, or this section may be amended to state the new location.

Article III

OBJECTIVES AND PURPOSE

The objectives of this corporation shall be:

- To enhance and strengthen family life in the community;
- To educate very young children and parents for family living
- To operate and conduct a nursery school
- To do all acts necessary or expedient for the attainment of said purposes permitted by the laws of the State of California

Article IV

POLICY

This organization shall be a non-profit, non-secretarian and non-partisan educational center. We welcome families and individuals from all cultures, races, religions, socio-economic backgrounds and physically challenged walks of life. No commercial enterprise nor any political candidate shall be endorsed by it. The name of this organization or its officers in their official capacities shall not be used in connection with a commercial concern or with any partisan interest or for other than the regular work of the organization, or for individual profit.

The property of this non-profit Corporation is irrevocably dedicated to School of less than Collegiate Grade and Nursery School purposes, and on dissolution none of its assets shall inure to any individual but shall be distributed to a fund or foundation whose property is dedicated to exempt purposes as specified in Internal Revenue Code Section 501 (c)(3).

ArticleV

MEMBERSHIP

Section 1. Qualifications

The parents of any child enrolled in the school shall become a member of this organization. Any family member, other than a parent, may become a member of this organization upon approval of the Board of Directors, and subject to the general duties of members in Article V, Section 2.

Each member shall be entitled to one vote; irrespective of the number of children of one family enrolled in the school, there shall be allowed and permitted only one membership per family. All members shall be considered active members whose children are currently enrolled in the nursery school.

Section 2. Duties of Members

1. The regular annual registration fees and tuition shall be established by the Board of Directors by a majority vote of the members of the said Board.
2. All members shall perform a job and maintenance work as coordinated by the Jobs Chairperson and the Maintenance Chairperson. Job and maintenance requirements shall be set forth by the Board in the Policy Handbook. Members of the Board of Directors shall be exempt from job and maintenance requirements and the Board of Directors may exempt officers of the corporation who are not members of the Board from job and maintenance requirements.
3. All members shall pay tuition and fees as established pursuant to subsection 1 above on or before the due date of each such payment. The Board of Directors is authorized to grant full or partial tuition scholarships on a nondiscriminatory basis.
4. Except as set forth by the Board in the Policy Handbook, all members shall attend all classes and the annual membership meeting.
5. Each member must hand into the VP Registrar all forms specified in the Policy Handbook or required by law before the child will be permitted to attend school.

Section 3. Termination of Membership

(a). **Cause of Termination.** The membership of any member shall terminate upon occurrence of either of the following events:

(i) The resignation of the membership

(ii) The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of

conduct of the Corporation or has engaged in conduct materially or seriously prejudicial to the interests of the Corporation

(b.) **Procedure for Expulsion.** The corporation must follow the expulsion mandated by the Corporations Code Section 5341 as amended.

Article VI

MEETINGS OF MEMBERS

Section 1. Place of Meeting

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of such designation, members' meetings shall be held at the principal office of the Corporation.

Section 2. Annual Meeting

The annual meeting of members shall be held every year on a date fixed by the Board of Directors as provided in Section 4 of Article VI.

Section 3. Special Meeting

A special meeting of the members may be called at any time by any of the following: Board of Directors, the President, or ten or more members. Special meetings of the members may be called by 5% or more of the members.

Section 4. Notice of Members' Meetings

All notices of meetings of members shall be sent by mail or personally delivered to each member not less than ten days in advance. The notice shall specify the place, date, and hour of the meeting and

(i) in the case of a special meeting, the general nature of the business to be transacted, or

(ii) in the case of the regular meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present or action by the members.

Section 5. Quorum

(a) **Percentage Required**. Thirty three and one third percent of the members shall constitute a quorum for the transaction of business at a meeting of the members.

(b) **Loss of Quorum.** The members present at a meeting duly called or held at which a quorum is present may continue to transact business until adjournment, even though enough members withdraw from the meeting to leave less than a quorum present, so long as any action taken (other than adjournment) is approved by the affirmative votes of at least the number of members equal to a majority of a quorum.

Section 6. Adjourned Meeting

Any members' meeting, annual or special, may be adjourned from time to time by the vote of the majority of the members present.

ARTICLE VII

ELECTION OF DIRECTORS AND OFFICERS

Election of the President, Vice President for Registration, Vice President for Liaison, Secretary, Treasure, San Mateo Council Representative, Jobs Chairperson, Maintenance Chairperson, Publicity Chairperson, Events Planning Chairperson, Technology Chairperson, and Development Chairperson shall be held annually on a date fixed by the Board of Directors whether at a meeting of the Corporation, or if the Board of Directors chooses, by written ballot. These officers will serve as the directors.

The outgoing President shall appoint a committee to elect qualified candidates at least thirty days before the date of the election. The Nominating Committee shall make its report at least two weeks before the date of the election.

If the election is held at a meeting of the Corporation, any member present at the meeting may place names in nomination for any office. If the election is held by written ballot, the Board of Directors shall fix dates for ballots to be issued and returned. A ballot shall be mailed or personally delivered to each member. Written ballots shall indicate the names of all candidates for each office proposed by the Nominating Committee and shall provide spaces for write-in votes and a vote for 'all of the above'

The person nominated for each office receiving the highest number of votes shall be elected. Active members whose dues are paid are eligible to vote at the election; each family membership is eligible and entitled to one vote.

ARTICLE VIII

DIRECTORS

Section 1. Powers

(a) **General Corporate Powers.** Subject to the provisions of the California Nonprofit Corporation Law, any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, 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.
(b) **Specific Powers.** Without prejudice to these general powers, and subject to the same limitation, the Directors shall have the power to:

(i). Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the articles of incorporation and with these bylaws, and fix their compensation.

(ii). Change the principal office in the State of California from one location to another; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

(iii). 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.

(iv). Hire all staff teachers.

(v). Appoint the Director of the School

(vi) Receive registration priority during spring preregistration for the ensuring year.

Section 2. Number, Election and Term of Office of Directors

The Board of Directors shall consist of the following officers: President, Vice President for Registration, Vice President for Liaison, Secretary, Treasurer, San Mateo Council Representative, Jobs Chairperson, Maintenance Chairperson, Publicity Chairperson, Events Planning Chairperson, Technology Chairperson, and Development Chairperson. All Directors shall be members of the Corporation. The Directors shall be elected annually to hold office from June 1 of each year until May 31 of the following year. Each of the Directors, including those elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and is serving.

Section 3. Vacancies

(a). **Vacancies** on the Board of Directors may be filled by a majority of the remaining Directors, no less than a quorum, and each Director so elected shall hold office until his successor is elected.

(b). **Resignations.** Except as provided in this paragraph, 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 more effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office as of the date 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). **Vacancies filled by Members.** The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors, but any such election by written consent shall require the consent of a majority of the voting power.

(d) **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

Section 4. Place of Meeting; Meetings by Telephone

Regular meetings of the Board of Directors may be held at any place within or outside 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. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Corporation.

Section 5. Joint Meeting

A joint meeting of the outgoing and incoming Boards shall be held following each election. All official records shall be turned over to the incoming Board members and a record kept of this transaction. Each Board member, whether elective or appointive, shall be required to surrender his or her records promptly and in good order.

Section 6. Other Regular Meetings

Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may held without notice. The Board of Directors shall meet at least once a quarter upon call of the President. Attendance by members of the Corporation is open with prior notice to the Secretary.

Section 7. Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 9 of Article VIII. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions relating to: (I) approval of contracts or transactions in which a Director has direct or indirect material financial interests; (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 8. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 9. Fees and Compensation of Directors

Directors and members of the committees may receive such compensation, if any for their services, and such reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE IX

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 two 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 of the authority of the Board, except that no committee, regardless of the Board resolution may:

(a) take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval or approval of a majority of all the members;
(b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
(c) fix compensation of the Directors for serving on the Board or on any committee;
(d) amend or repeal bylaws or adopt new bylaws;
(e) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
(f) appoint any other committees of the Board of Directors or the members of these committees;
(g) expend corporate funds to support a nominee for Director after there are more people nominated for Director that can be elected;
(h) approve any transaction (1) to which the Corporation is a party and one or more Directors have a material financial interest; or (2) between the Corporation and one or more its Directors, or between the Corporation or any person in which one or more of its Directors have a material financial interest.

Section 2. Meetings and Actions of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with the provisions of the Article VIII of these bylaws as are necessary to substitute the committee and the 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. Minutes shall be kept by 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.

ARTICLE X

OFFICERS

Section 1. Officers

The officers of the Corporation shall be President, Vice President for Registration, Vice President for Liaison, Secretary, Treasurer, San Mateo Council Representative, Jobs Chairperson, Maintenance Chairperson, Publicity Chairperson, Events Planning Chairperson, Technology Chairperson, and Development Chairperson. The Corporation may also have at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Article X, Section 3. Any number of offices may be held by the same person except that neither Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Election of Officers

The officers of the Corporation except those appointed in provisions of Article X, Section 3 shall be elected by the members as provided by Articles VII and VIII.

Section 3. Subordinate Officers

The Board of Directors may appoint and may authorize 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. 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 appointments to that office.

Section 5. Responsibilities of Officers.

1. President: The President shall preside at all meetings, appoint chairpersons of stranding committees and be ex-officio member of all committees; cast a vote only when the voting is by ballot or in the case of a tie vote; and shall perform the usual functions of the office.

2. Vice President for Registration: The Vice President for Registration shall serve as Registrar for the school, compile a list of registered families, mail registration packets, maintain class lists and conduct preregistration in the spring for the following year.

3. Vice President for Liaison: The Vice President for Liaison shall serve as liaison between the school and the church and between the Board and the class liaisons to ensure that all necessary information is exchanged in a timely fashion.

4. Secretary: The Secretary shall keep minutes of all membership and Board of Directors meetings and post minutes of Board of Directors meetings. She shall be responsible for posting any proposed amendments of the bylaws. She shall maintain the corporate record. She shall attend to all correspondence of the Corporation.

5. Treasurer: The Treasurer shall be the custodian of all funds; collect tuition
and registration and any assessments; keep a record of all financial transactions; deposit funds in a commercial account in a bank approved by the Board of Directors; co-sign checks with one of three designated Board members and the Director.

6. San Mateo Council Representative: The San Mateo Council Representative shall sit on the board of the San Mateo Council of Parent Participation Nursery Schools and hold a position in that organization as assigned and act as the Corporation's liaison with that organization.

7. Jobs Chairperson: The Jobs Chairperson shall coordinate assignment of jobs to each family.

8. Maintenance Chairperson: The Maintenance Chairperson is responsible for the organization of work crews for cleaning the inside of the school, the outdoor equipment and yard, and for the repair and construction of school equipment and facilities on an as-needed basis.

9. Publicity Chairperson: The Publicity Chairperson is responsible for the preparation of all school publications and advertising.

10. Events Planning Chairperson: The Events Planning Chairperson is responsible for planning school events.

11. Technology Chairperson: The Technology Chairperson is responsible to oversee and maintain the school's computer-based technologies including the website, email lists, and databases.

11. Development Chairperson: The Development Chairperson is responsible for fundraising on behalf of the school.

ARTICLE XI

FINANCE

Section 1. Budget

In advance of each fiscal year, the Board of Directors shall adopt an operating budget covering all activities of the Corporation.

Section 2. Emergency Operating Reserves

The Executive Board shall retain at least three months of capital reserves in savings or liquid accounts to cover the event of financial emergency.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. Definitions

For the purpose of the 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 and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent, 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, issue, or matter, therein, by 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 Section 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought By Persons 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 proceeding 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 on the grounds 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 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, unless it is settled with the approval of the Attorney General.
(b) **Claims and suits awarded against the agent.** This corporation shall indemnify any person who was or is a party or is threatened to be a party to any threatened, pending, or completed action brought by or on behalf of this corporation for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both 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 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, with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or 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 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 no 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 paragraph 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

(ii) the members by an affirmative vote of a majority of the members represented and voting at a duly held meeting of members at which a quorum is present(which affirmative votes also constitute a majority of the required quorum); or

(iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to that agent whether or not the application by the agent, attorney or other person is opposed by this Corporation.

Section 6. Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(iii) in any circumstances when it appears:
(a) that the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members 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 Non-Directors and Non- Officers

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 other than for violating provisions against self dealing 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 section.

ARTICLE XIII

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

The Corporation shall keep:

(a) adequate and correct books and records of account;
(b) minutes in written form of the proceedings of its members, board, and committees of the board;
(c) a record of its members, giving their names and addresses and the class of membership held by each;
(d) all such records shall be kept at the Corporation's principal office.

Section 2. Members' Inspection Rights

(a) Any member of the Corporation may inspect and copy the records of members' names and addresses and voting rights:

(i) during usual business hours on five days prior written demand on the corporation, stating the purpose for which the inspection rights are requested, or

(ii) obtain from the Secretary of the Corporation on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Directors and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the dates of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of ten days after the demand is received or the date specified in it as the date by which the list is to be compiled.

(b) Any member of the Corporation may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.

(c) Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

Section 3. Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 4. 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. 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.

Section 5. Annual Report to Members

Not later than one hundred twenty days after the close of the Corporation's fiscal year, the Board shall cause an annual report to be sent to the members. Such report shall contain the following information in reasonable detail:

(a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes for the fiscal year;
(d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
(e) any information required by Section 6 of this Article.

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

Section 6. Annual Statement of Certain Transactions and Indemnification

No later than the time the Corporation gives its annual report, if any, to the members and in any event, no later than one hundred twenty days after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each member a statement of the amount and circumstances of any transaction of indemnification of the following kind:

(a) Any transaction(s) in which the Corporation, its parent or its subsidiary was a party and which either of the following had a direct or indirect financial interest:
(i) Any Director or officer of the Corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest);
(ii) Any holder of more than ten percent of the voting power of the Corporation, its parent or its subsidiary; if such transaction involved over $40000 or was one of a number of transactions with the same person involving, in the aggregate, over $40,000.
(b) Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or Director of the Corporation pursuant to Article IX hereof, unless such indemnification has already been approved by the members pursuant to Section 5 of Article XII.

ARTICLE XIV

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 and vice versa, 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 XV

AMENDMENTS

Section 1. Amendment by Members

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members or by written consent of these persons. No amendment may extend the term of a Director beyond that for which such Director was elected.

Section 2. Amendment by Directors

Subject to the rights of members under Section 1 of this Article XV and the limitations set forth below, the Board of Directors may adopt, amend, repeal bylaws. Such power is subject to the following limitations:

(a) The limitations set forth in section 1 on the members power to adopt, amend or repeal bylaws shall apply to actions by the Board of Directors.
(b) The Board of Directors may not amend a bylaw provision fixing the authorized number of Directors or the minimum and maximum number of Directors.
(c) The Board of Directors may not adopt or amend bylaw provisions concerning the following subjects without approval of the members:

(i) any provision increasing the terms of Directors

(ii) any provision allowing one or more Directors to hold office by designation or selection rather than election by the members;

(iii) any provision giving the Board of Directors power to fill vacancies on the Board created by the removal of Directors;

(iv) any provision increasing the quorum for members' meetings;

(v) any provision repealing, restricting, creating or expanding proxy rights.