

**BYLAWS OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
LAGUNA BEACH (CA) FOUNDATION**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) of Laguna Beach (CA) Foundation hereinafter known as the “Foundation.”

Section 2. Affiliate. AAUW of Laguna Beach (CA) Foundation is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Foundation shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of the Foundation is to further AAUW purposes and policies. The Foundation is a non-profit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of the State of California for charitable purposes.

Section 2. Policies and Programs. In keeping with this purpose, the Foundation shall promote equity, education, and development opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

Section 4. Severance of Membership. Any member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

ARTICLE IV. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

- a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.
- b. Bylaws. Affiliates shall develop bylaws as meets their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.
- c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

- a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.
- b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate’s affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE V. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert’s Rules of Order Newly Revised* shall govern the Foundation in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VI. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Branch’s board of directors without a vote of the Branch’s membership and as prescribed by the AAUW Board of Directors.

The Articles from this point forward are specific to the afore mentioned affiliate: The AAUW Laguna Beach Branch Foundation, a 501-c-3 nonprofit California Public Benefit Organization.

ARTICLE VII. OFFICE LOCATION

The office of this Corporation for the transaction of its business is located in the City of Laguna Beach, County of Orange, California.

ARTICLE VIII. PURPOSES

The primary objectives and purposes of this Corporation shall be to receive and administer the charitable funds and donations necessary for the financial advancement of the American Association of University Women (AAUW) Fund, and to support the AAUW of Laguna Beach (CA) Branch programs and activities that provide equity and educational opportunities for women and girls.

ARTICLE IX. 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 adoption 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 of the Board of Directors of this 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 and by the current edition of *Robert's Rules of Order, Newly Revised*.
- b. Appoint, remove and prescribe the duties of all officers of this Corporation;
- c. Supervise all officers of this Corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their postal and email addresses with the secretary of this Corporation and notices of meetings mailed and/or emailed to them at such addresses shall be valid notices thereof.

Section 4. Compensation. Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to this Corporation in any capacity.

Section 5. Indemnification. Every member of the Board of Directors of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the board approves such settlement and reimbursement as being in the best interest of the board. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board is entitled.

To the extent that a person who is, or was, a director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or

investigative proceeding brought to procure a judgment against such person by reason of the fact that she or he is, or was, an agent of this 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 her or him, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 6. Insurance. The Corporation shall carry liability insurance to cover Corporation activities.

ARTICLE X. OFFICERS

Section 1. Officers. The elected officers shall be: director, secretary, and treasurer. One person may not hold more than one office on the Corporation Board at the same time.

Section 2. Term of Office. Officers shall serve for a term of one year or until their successors have been elected or appointed and assume office. The term of each officer shall begin on 1 July. No member shall be eligible to serve more than two consecutive terms in the same office unless a successor has not been elected or appointed.

Section 3. Board of Directors. The Board of Directors shall be the elected officers. They shall have the general power to administer the affairs of this Corporation, including but not limited to establishing policies and procedures to control financial records.

Section 4. Nominations. There shall be a nominating committee of three members of the AAUW of Laguna Beach Branch (AAUW-LB) Board of Directors who shall be elected at a branch board meeting. The report of the nominating committee shall be presented to the AAUW-LB Branch Board of Directors. Nominating committee members shall serve for one year with a maximum of two years consecutively.

Section 5. Elections. The names of the nominees for each office of the Board of Directors of the Corporation shall be presented to the AAUW-LB Branch Board members at its first meeting after election of the branch officers. Nominations may be made at the board meeting with prior written consent of the nominee. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority of those present and voting.

Section 6. Vacancies. The Board of Directors may declare vacant the office of any director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any officer may resign effective upon giving written notice to the director, 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.

The Board of Directors shall fill a vacancy in office, excluding the director, for the unexpired

term. A member of the AAUW-LB Branch Board shall fill a vacancy in the office of the director.

Section 7. Duties of Director. The director, who is also a member of the AAUW-LB Branch Board, shall be the chief executive officer of this Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of this Corporation and the activities of the officers. She or he shall perform all duties incident to her or his office 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 prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, she or he shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, she or he shall, in the name of this Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. In the absence of the director, or in the event of her or his inability or refusal to act, the AAUW-LB Branch Board shall appoint a director who shall have all the powers of, and be subject to all the restrictions on, the director.

Section 9. Duties of Secretary. The Secretary shall:

- a. Keep a copy of this Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, of this Corporation at all reasonable times.
- b. Keep minutes of the board meetings and shall perform such other duties as required by the director or as directed by the Board. Exhibit at all reasonable times to any director of this Corporation the minutes of the proceedings of the Board of Directors of this Corporation.

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

Section 10. Duties of Treasurer. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of this Corporation, and deposit all such funds in the name of this Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b. Receive, and give receipt for, monies due and payable to this Corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of this Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of this Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any director of this Corporation, or to her or his agent or attorney, on request thereof.
- f. Render to the director, whenever requested, an account of any or all of her or his transactions as treasurer and of the financial condition of this Corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. An annual audit will be performed.

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 her or him from time to time by the Board of Directors.

ARTICLE XI. COMMITTEES

The director with consent of the board may appoint special committees.

ARTICLE XII. 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 this Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind this 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 this Corporation shall be signed by the Treasurer.

Section 3. Deposits. All funds of this Corporation shall be deposited from time to time to the credit of this 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 this Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Section 5. Property. The title to all property, funds and assets of this Corporation shall at all times be vested in this Corporation and no individual or group of individuals shall have any right to all or any part of such property. In the event of the dissolution of this Corporation, all property, funds and assets of this Corporation shall be transferred and delivered to a 501(c)(3) entity.

ARTICLE XIII. CONFLICT OF INTEREST

The Corporation shall adopt a Conflict of Interest Policy to be followed by the Board of Directors. No member of the board, officer or other person exercising supervisory power in the Corporation or any of their close relatives can be individually benefited from the receipt of grant funds.

ARTICLE XIV. FISCAL YEAR

The fiscal year of this Corporation shall begin on 1 July and end on 30 June of the following year.

ARTICLE XV. AMENDMENT OF BYLAWS

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 by the approval of the elected Board of Directors.

ARTICLE XVI. AMENDMENT OF ARTICLES

This Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of 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 this Corporation has filed a “Statement by a Domestic Non Profit Corporation” pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XVII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of this Corporation, provided, however, that this provision shall not prevent payment to any such person for expenses performed for this 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 this Corporation. All members, if any, of this Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of this Corporation, whether voluntarily or involuntarily, the assets of this Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE XVIII. MEMBERS OF BOARD OF DIRECTORS

Section 1. Qualifications of Board of Directors. The qualifications for membership on the Board of Directors of this Corporation are as follows: individuals eligible to hold an office on the Board of Directors of the Corporation shall be members in good standing of AAUW, AAUW California and AAUW-LB Branch. The provisions set forth in this section are the sole requirements of eligibility for membership on the Board of Directors of the Corporation.

Section 2. Non-liability of Members. A member of the Board of Directors of the Corporation is not, as such, personally liable for the debts, liabilities, or obligations of this Corporation.

ARTICLE XIX. MEETINGS OF MEMBERS OF THE BOARD OF DIRECTORS OF THE CORPORATION

Section 1. Place of Meetings. Meetings of members of the Board of Directors of the Corporation shall be held at the principal office of this Corporation or at such other place or places within the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 2. Annual, Special, and Other Regular Meetings. There shall be at least two meetings of the Board of Directors each year, one of which shall be designated as the Annual Meeting, and

the exact date, time and place to be determined by the Board of Directors. Special meetings may be called by the director and shall be called upon request of one member of the Board.

Section 3. Notice of Meetings

a. Time of Notice. Whenever directors are required or permitted to take action at a meeting, a written notice and/or e-mail of the meeting shall be given by the secretary and/or director of this 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 of the meeting, 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 Board of Directors' meeting or any report shall be given either personally or by mail or other means of written communication or by email, addressed to the member at the address of such member appearing on the books of this Corporation or given by the member to this Corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of this Corporation is located or 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 other means of written communication or by email.

c. Contents of Notice. Notice of a Board of Directors' meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no 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 Board. 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 the AAUW-LB Branch Board of Directors at which directors of the Corporation are to be elected shall include the names of all those who are nominees at the time notice is given.

d. Notice of Meetings Called by Members of the Board. If a special meeting is called as authorized by these 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 to the director or secretary of this Corporation. The officer receiving the request shall promptly cause notice to be given to the Directors 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 of Directors 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 Meeting. The transactions of any meeting of the directors, 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 and if, either before or after the meeting, each of the persons entitled to vote 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 the Board of Directors, 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 this Corporation.

Section 4. Quorum for Meetings. A quorum shall consist of a simple majority of the Board of Directors of the Corporation.

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 taken after the loss of a quorum must be approved by at least a majority of the directors required to constitute a quorum.

In the absence of a quorum, any meeting of the directors may be adjourned by the vote of a majority of the votes 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 directors 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 director 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 this Article, if this Corporation authorizes directors to conduct a meeting with a quorum of less than three of the voting power, then, if less than three of the voting power actually attends a regular meeting 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 5. Majority Action as Board of Directors. Every act or decision done or made by a majority of directors present at a duly held meeting at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws requires a greater number.

Section 6. Voting Rights. Each director is entitled to one vote on each matter submitted to a vote.

Section 7. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Director of this Corporation or, in her or his absence, by the President of AAUW-LB Branch or, in the absence of these persons, by a Chairperson chosen by a majority of the Directors. The secretary of this Corporation shall act as secretary of all meetings of the Board, provided that, in

her or his absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by *Roberts' Rules of Order, Newly Revised* 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 8. Reasonable Nomination and Election Procedures. This Corporation shall make available reasonable nomination and election procedures with respect to the election of directors. Such procedures shall be reasonable given the nature, size and operations of this 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 AAUW-LB Branch Board of Directors 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 AAUW-LB Branch Board of Directors to choose among the nominees. Generally, any person qualified to be elected to the Board of Directors of the Corporation shall be nominated at a meeting of the AAUW-LB Branch Board of Directors held for the purpose of electing directors by any branch board member present at the meeting.

Section 9. Action By Unanimous Written Consent Without Meeting. Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the directors may be taken without a meeting, if all Directors shall individually or collectively consent in writing to the action. Consent via email shall be permitted; provided that all Directors subsequently confirm their consent in writing. The written consent or consents shall be delivered in person, by mail or by facsimile and shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors.

Section 10. Record Date for Meetings. The record date for purposes of determining the directors entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of directors or any other lawful action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

Section 11. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern this Corporation in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of AAUW or AAUW California.

Latest Mandatory Amendments and Revisions: 27 May 2017

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 American Association of University Women Laguna Beach Corporation, a California nonprofit Corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 15 pages, as the Bylaws of this Corporation.

Dated: 30 June 2000

Karen Dennis, Director
Carol Reynolds, Director
Madeleine Peterson, Director
Peggie Thomas, Director
Ginger Fitzpatrick, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of this Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: 30 June 2000

Peggie Thomas, Secretary