REGULAR MEETING OF THE
EDUCATIONAL TELEVISION FOR THE Conejo (ETC)

BOARD OF DIRECTORS

TUESDAY, MARCH 15, 2016

AGENDA
1:00 p.m. Open Session

MEETING LOCATION
Conejo Valley Unified School District
District Office South Building
Board Conference Room
1400 E. Janss Road
Thousand Oaks, CA 91362

BOARD OF DIRECTORS
Peggy Buckles, President
Ann Bonitatibus, Ed.D., Secretary
Jon Sand, Ed.D., Treasurer
Sue Wells, Director
Denise Reader, Director

EXECUTIVE DIRECTOR
Terry McCallum, Executive Director

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HELPFUL INFORMATION

PERSONS WITH DISABILITIES REQUIRING SPECIAL ACCOMMODATIONS TO PARTICIPATE IN AN EDUCATIONAL TELEVISION FOR THE CONEJO MEETING SHOULD CONTACT THE BUSINESS SERVICES OFFICE PRIOR TO THE MEETING - PHONE 805-497-9511, EXTENSION 206, OR EMAIL DMONTGOMERY@CONEOUSD.ORG

If you are on the agenda to present a report and need to use a computer and audio equipment, please contact the Business Services Office 24 hours prior to the meeting at 805-497-9511, extension 206, or email dmontgomery@conejousd.org.

If you wish to address the Educational Television for the Conejo Board of Directors, it is necessary to complete a speaker form (blue) and hand it to the recording secretary. If you would like to make comments about items not on the agenda, a speaker form should be completed and submitted prior to the Public Comments section of the agenda. If you wish to address an agenda item, please complete and submit your form prior to the Action section of the agenda. Pursuant to the Brown Act, the Committee cannot enter into a formal discussion nor can a decision be made in regard to public comments. The Committee may provide a reference to staff or other resources of information, request staff to report back at a subsequent meeting, or direct staff to place an item on a future agenda. Public comments will be limited to three minutes. On those occasions where there is an unusually large number of speaker cards, the Committee President may make the decision to decrease the time. Please present your comments in a factual, respectful, and dignified manner that models how we expect our children to participate in the democratic process.

If you wish to register your opinion on a topic but not speak, please fill out a public written statement form (yellow) and hand it to the recording secretary. Members of the Board of Directors will review these forms following the meeting.

Your input is greatly appreciated. The information on the speaker cards will assist the President in conducting the meeting and is needed for the official minutes. The information on the cards will become public record. Thank you for your cooperation and compliance with these guidelines. Please feel free to call the Business Services office if you have any questions (805-497-9511 x206).

AGENDAS ARE POSTED AT THE FOLLOWING LOCATIONS
CVUSD District Office, 1400 E. Janss Road, Thousand Oaks, CA
This serves as the main posting location pursuant to the Brown Act, Government Code §54954.2(a)

Additional Locations
Newbury Park High School, 456 Reino Road, Newbury Park, CA
Thousand Oaks High School, 2323 Moorpark Road, Thousand Oaks, CA
Westlake High School, 100 N. Lakeview Canyon Road, Westlake Village, CA
CVUSD Maintenance and Operations Office
District website: www.conejousd.org
SECTION A: AGENDA
EDUCATIONAL TELEVISION FOR THE Conejo
BOARD OF DIRECTORS
TUESDAY, MARCH 15, 2016

I. 1:00 P.M. REGULAR SESSION

Opening Provisions

A. Call the Meeting to Order and Roll Call
B. Pledge of Allegiance
C. Announcements and Procedures
D. Approval of the Agenda
E. Comments

1. Public
   Pursuant to the Brown Act, the Board members cannot enter into formal
discussion with individuals making public comments to the Board. The Board
members cannot take action on any issues raised during public comments that are
not on the meeting agenda. Board members may respond to public comments
during the Individual Board Members Comments section of the agenda (I.E.3).

2. President

3. Individual Board Members

4. Executive Director

II. ACTION ITEMS - GENERAL
(Each item requires a motion for approval)

A. Approval of Minutes of Regular Meeting on November 10, 2015 (Section B of this packet)

III. INFORMATION / DISCUSSION ITEMS
(For discussion only; no action is taken on information items)

A. Memorandum of Understanding Between Educational Television for the Conejo (ETC) and
the Conejo Schools Foundation (CSF)
   The Board of Directors will review a Memorandum of Understanding regarding CSF
   providing the following services to ETC: accounting services, office services, website
   management, and business marketing services.
B. Amendment of Bylaws Regarding Voting Rights
   The Board of Directors shall review proposed amendments to the ETC Bylaws which serve to clarify voting members and voting rights.

IV. ADJOURNMENT

NEXT MEETING
Tuesday, April 19, 2016, 1:00 p.m.
Conference Room A

AGENDAS ARE POSTED AT THE FOLLOWING LOCATIONS
CVUSD District Office, 1400 E. Janss Road, Thousand Oaks, CA
CVUSD Website: www.conejousd.org
This serves as the main posting sites pursuant to the Brown Act, Government Code §54954.2(a)

   Newbury Park High School, 456 Reino Road, Newbury Park, CA
   Thousand Oaks High School, 2323 Moorpark Road, Thousand Oaks, CA
   Westlake High School, 100 N. Lakeview Canyon Road, Westlake Village, CA
   CVUSD Maintenance and Operations Office
SECTION B: MINUTES

Tentative Minutes of the November 10, 2015, Committee Meeting presented for action by the Committee on March 15, 2016 (Action Item II, A)
1. Opening Provisions/Flag Salute
   Dr. Jon Sand called the meeting to order at 8:16 a.m. He reminded the attendees that the meeting is conducted in accordance with provisions of the Brown Act.

2. Roll Call
   Board of Directors:
   - Peggy Buckles, President, ETC
   - Ann Bonitatibus, Ed.D, Secretary, ETC
   - Jon Sand, Ed.D, Treasurer, ETC

   Other Attendees:
   - Terry McCallum, Executive Director, ETC
   - Sue Wells, Vice President, Conejo Schools Foundation
   - Denise Reader, Secretary, Conejo Schools Foundation
   - Cindy Goldberg, Executive Director, Conejo Schools Foundation

3. Public Comments
   None

4. Treasurer's Report/Audit/Tax Reports
   Dr. Sand announced that Form SI-100, Statement of Information, is due to the State by 1/31/2016. Cindy Goldberg offered to check with Randi Dennen, CPA, to see if she would prepare tax documents for ETC.

   Dr. Sand reported that the ETC account is at Wells Fargo Bank. The most recent account balance is $10,083. Initially, there was no monthly fee, but now the fee is $14 per month. We will pursue a $0 fee account via the Conejo Schools Foundation, as allowed.

5. Approval of Minutes - May 15, 2015
   Dr. Sand's title on the Minutes needs to be changed from Assistant Treasurer to Treasurer. Peggy Buckles moved to approve the Minutes as amended, Dr. Bonitatibus seconded the motion, and the motion carried unanimously with no further discussion.
6. **Nomination of Directors**
The ETC Bylaws state:
The Board of Directors shall consist of no fewer than three members who are CVUSD employees or members of the Board of Education and no fewer than two members who are Conejo Schools Foundation (CSF) Board members or staff. The five representatives may elect a sixth Director, by a majority vote, if the Board of Directors elects to have six Directors. No fewer than three Directors shall be employees of CVUSD and/or members of the Board of Education, no fewer than two members shall be Board members or staff of the CSF, and one may be from the greater community.

It was proposed that Sue Wells, Vice President of Conejo Schools Foundation, and Denise Reader, Secretary of Conejo Schools Foundation, be nominated as Directors of ETC. Peggy Buckles moved to nominate the candidates as proposed, Dr. Bonitatibus seconded the motion, and the motion carried unanimously, without discussion.

7. **Election of New Directors**
Dr. Sand conducted the election of new Directors. The nominees were Sue Wells, Vice President of Conejo Schools Foundation, and Denise Reader, Secretary of Conejo Schools Foundation. A vote was held and the nominees were unanimously elected as Directors of ETC. The ETC Board of Directors is updated as follows:

- Peggy Buckles, President
- Ann Bonitatibus, Ed.D, Secretary
- Jon Sand, Ed.D, Treasurer
- Sue Wells, Director
- Denise Reader, Director

8. **Executive Director's Report - Terry McCallum**
a. Conejo Schools Foundation (CSF) is taking over the duties of managing the ETC bank account. Mr. McCallum would like to proceed with a MOU between CSF and ETC documenting the arrangement. He requested suggested wording.

b. It is planned to move the checking account to a bank currently used by CSF that doesn’t incur monthly fees. ETC funds would be in a separate account and it is suggested that the signers be Cindy Goldberg, Executive Director of CSF, and Dr. Jon Sand, Treasurer of ETC.

c. Mr. McCallum proposed a 5% fee be charged by CSF to ETC. Dr. Sand said this might be considered a gift of public funds. It was agreed that no fee will be charged by CSF to ETC.

d. Mr. McCallum distributed a one-page historical summary regarding ETC. The equipment for ETC is stored/used at Thousand Oaks High School (TOHS). Some of the equipment was stolen from TOHS during the summer. The cost of replacing the $1,200 in stolen items doesn’t exceed the deductible. Dr. Sand indicated that TOHS is not liable for the cost of replacement, but rather the ETC is. In addition, some ETC equipment (camera and computer) have been
damaged during student and teacher use. Dr. Sand indicated that the cost of repairs of the student / teacher-damaged equipment was the responsibility of the school per a previous agreement with TOHS where the District bought the equipment with the stipulation that the school would bear the responsibility for repairs, if any. Mr. McCallum indicated that he would purchase the replacement of the stolen equipment with ETC funds and provide Dr. Sand any and all invoices or estimates to repair the damaged equipment to present to the school for payment.

In addition, Mr. McCallum would like to purchase $6,700 in new equipment which students would use. He wondered if the school would share in the cost and would check with Mr. Lichtl, Principal, ahead of time.

e. In order to get a published program schedule, ETC must have 168 hours/week of programming. Dr. Bonitatibus said the District needs strategic timing and programming to meet the needs of the community and to market the District. Dr. Sand proposed a future meeting with Dr. Bonitatibus, Mr. McCallum, Richard Blake, Jim Garza and himself to discuss programming. The meeting would be considered in early 2016. Mr. McCallum added that the programming has the potential of reaching 1.4m as it serves Ventura County to Fillmore (excluding City of Ventura and Oxnard) and Los Angeles County to Acton.

f. The California Interscholastic Federation (CIF) is now working with National Federation of State High School Associations (NFHS) to televise student broadcasts. The only charge is to the viewer of football; this viewer would pay through Pay Per View, etc. There is no charge to view other sports or activities. Music presents a licensing problem if viewed in its entirety; however, clips can be viewed.

g. The ETC Board will meet three times per year. The next meeting will be in February 2016.

9. Other
Dr. Sand asked that Board Member Comments be added to the ETC Agenda hereafter.

10. Adjournment
The meeting adjourned at 9:56 a.m.
SECTION C: Agenda Reports
Memorandum of Understanding
Educational Television For the Conejo (ETC) with
Conejo Schools Foundation (CSF)
January 1, 2016

Educational Television for the Conejo (ETC) a 501(c)3 corporation providing Educational Television services in the Conejo Valley and the State of California, wishes to contract for Business Services with Conejo Schools Foundation a 501(c)3 corporation supporting the Conejo Valley Unified School District.

ETC is authorized under a State Franchise agreement by the California Public Utilities Commission. This agreement allows ETC to solicit, collect and report on, funds necessary to run the educational broadcast stations.

As technology changes occur, the method of broadcast has evolved from strictly cable TV Public, Educational, Government (PEG) channel to numerous channels on several cable networks, online streaming services, and IP broadcasts.

The ETC Board has requested that the Conejo Schools Foundation (CSF) provide those business services for a fee. Services include:

1. Accounting
   a. The ETC Board, or their representative, will provide CSF with the ETC budget
   b. CSF will provide quarterly financial reports
   c. CSF will establish bank account and management of those accounts
   d. CSF will submit IRS and California Franchise Tax board reports
2. Office services
   a. CSF will provide office support for all pertinent activities
   b. The ETC Executive Director will provide FCC Channel scheduling reports and legal presence for programming
3. Website Management
   a. The ETC Executive Director will coordinate the ETC website with support from CSF staff
4. Business Marketing
   a. The ETC Board and/or its representative will work with CSF staff for marketing efforts, including collateral materials.
   b. A CSF identifying logo (“bug”) will be put on ETC/Conejo TV channels regularly in recognition of their partnership.

Fees
1. For the 2015-16 school year, CSF agrees to waive all fees related to the above services provided. In subsequent years, said fees will be negotiated annually at the first ETC Board meeting of the year.

For the Conejo Schools Foundation: ____________________________ For Educational Television for the Conejo: ____________________________

Date: ____________________________ Date: ____________________________
BYLAWS
OF
EDUCATIONAL TELEVISION FOR THE CONEJO
A California Non-Profit Public Benefit Corporation

ARTICLE 1: OFFICES

1. PRINCIPAL OFFICE. The location of the Corporation's principal executive office for
the transaction of business of the Corporation is hereby fixed and located in the County of Ventura, State
of California. The Board of Directors may change the location of the principal executive office to any
place within or outside of California.

The principal executive office is located at:

c/o Conejo Valley Unified School District
1400 E. Janss Road
Thousand Oaks, California 91360

2. OTHER OFFICES. Branch or subordinate offices may be established at any time and at
any place by the Board of Directors.

ARTICLE 2: MEMBERS

1. MEMBERS PROHIBITED. The Corporation shall not have any members.

2. EFFECT OF PROHIBITION. Any action which would otherwise require approval by a
majority of all members or approval by the members shall require only approval of the Board of
Directors. All rights which would otherwise vest under the Nonprofit Public Benefit Law in the
members shall vest in the Directors.

ARTICLE 3: DIRECTORS

1. POWERS. Subject to the provisions of the California General Corporation Law and any
limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation
shall be managed and all corporate powers shall be exercised by or under the direction of the Board of
Directors.

Without prejudice to these general powers, and subject to the same limitations, the Board of
Directors may delegate the management of the activities of the Corporation to any person or persons, a
management company, or committees however composed, provided that the activities and affairs of the
Corporation shall be managed and all corporate powers shall be managed and all corporate powers shall
be exercised under the ultimate direction of the Board. Without prejudice to the Board's general
powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all other officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service;

(b) To change the principal executive office or the principals business office in the State of California from one location to another; and conduct business within the State of California;

(c) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best;

(d) To adopt, make and use a corporate seal; and alter the form of the seal;

(e) To 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.

2. NUMBER OF DIRECTORS. The authorized number of Directors shall be as set forth below. This number can be changed by an amendment to the Articles of Incorporation or an amendment to this Bylaw.

The exact authorized number of Directors shall be as stated in the next sentence, as duly amended from time to time.

Number of Directors: 5

The Board of Directors shall consist of no fewer than three members who are CVUSD employees or members of the Board of Education and no fewer than two members who are Conejo Schools Foundation (CSF) Board members or staff. The five representatives may elect a sixth Director by a majority vote, if the Board of Directors elects to have six Directors. No fewer than three Directors shall be employees of CVUSD and/or members of the Board of Education, no fewer than two members shall be Board members or staff of the CSF, and one may be from the greater community.

3. ELECTION AND TERM OF DIRECTORS. Directors shall hold office for three years. Directors terms shall be staggered 2-2-1 with the first year in the cycle beginning in 2007/2008 school year. Directors to replace the Directors whose terms are expiring shall be elected at each annual meeting of the Board of Directors. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

4. VACANCIES. Subject to the provisions of Section 5226 of the California Non-Profit Public Benefit Corporation Law, any Director may resign effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice
specifies a later effective date. If the resignation is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

A vacancy in the Board of Directors shall be deemed to exist:

(a) if a Director dies, resigns, or is removed;

(b) if the Board of Directors declares vacant the office of a Director who has been convicted of a felony or declared of unsound mind by an order of court;

(c) if the authorized number of Directors is increased; or

(d) if the Director is found by a final Order or Judgment of any Court to have breached any duty arising under Article 3 of the California Non-Profit Public Benefit Corporation Law.

When a vacancy in the Board arises, other than the sixth Director who is elected by the five representatives from the educational facilities (which vacancy shall be filled by election of a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director), the educational facility which the vacating Director represented shall nominate a replacement Director who shall serve, subject to approval by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director.

The term of office of a Director elected to fill a vacancy shall run until the next annual meeting of the Board, and the Director shall hold office until a successor is elected and qualified.

5. VOTING RIGHTS. Voting members are defined as the President, Secretary, Treasurer, and Director(s). The Executive Director performs operational duties of the Educational Television for the Concejo. The Executive Director serves in an advisory capacity to the Board and does not have voting privileges.

A Simple Majority Vote means more than half of the votes cast (excluding voting members who abstain) with a quorum being present. A Simple Majority Vote may be used for consent items such as approval of the Agenda and approval of the Minutes.

A Two-thirds (2/3) Vote means at least two-thirds of the votes cast (excluding voting members who abstain) with a quorum being present. A Two-thirds (2/3) Vote can be used for approval of Action Items (i.e.: Elections, Amendment of Bylaws, binding agreements, major issues regarding funding and policy, etc.)

6. PLACE OF MEETINGS. Regular meetings of the Board of Directors may be held at any place within or outside the State of California as designated from time to time by the Board. In the absence of a designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board may be held at any place within or outside the State of California designated in the notice of the meeting, or if the notice does not state a place, at the principal executive office of the Corporation.
7. **ANNUAL DIRECTORS' MEETING.** The Board of Directors shall hold an annual meeting at the principal office or at any other place designated by the Board, to elect officers and transact other necessary business as desired, within the first quarter of each school year at a time and place convenient to the Board of Directors and accessible to the public. In addition, the Board of Directors may hold additional meetings as needed.

8. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called only by the president of the Board of Directors.

   Special meetings shall be held on 4 days’ notice by mail or 48 hours’ notice delivered personally or by telephone, telefax, or telegraph. Oral notice given personally or by telephone may be transmitted either to the Director or to a person at the Director’s office who can reasonably be expected to communicate it promptly to the Director. Written notice, if used, shall be addressed to each Director at his or her address shown on the corporate records. The notice need not specify the purpose of the meeting, nor need it specify the place if the meeting is to be held at the principal executive office of the Corporation.

9. **WAIVER OF NOTICE.** Notice of a meeting, if otherwise required, need not be given to any Director who:

   (a) either before or after the meeting signs a waiver of notice or a consent to holding the meeting without being given notice,

   (b) signs an approval of the minutes of the meeting, or

   (c) attends the meeting without protesting the lack of notice before or at the beginning of the meeting.

   Waivers of notice or consents need not specify the purpose of the meeting. All such waivers, consents, and approvals of the minutes, if written, shall be filed with the corporate records or made a part of the minutes of the meeting.

10. **QUORUM.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except for amendment of by-laws, which requires a majority vote of all Directors, and adjournment.

   A meeting at which a quorum was initially present may continue to transact business despite the withdrawal of Directors, if the action taken is approved by at least a majority of the quorum required for that meeting.

11. **PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board may participate in a meeting through use of conference telephone or similar communication equipment, so long as all members participating in the meeting can hear one another.

12. **ADJOURNMENT TO ANOTHER TIME OR PLACE.** Whether or not a quorum is present, a majority of the Directors present may adjourn any meeting to another time and place.
13. **NOTICE OF ADJOURNED MEETING.** Notice of the time and place of resuming an adjourned meeting need not be given if the adjournment is for 24 hours or less. If the adjournment is for more than 24 hours, notice of the new time and place shall be given, before the time set for resuming the meeting, to any Directors who were not present at the time of adjournment, but need not be given to Directors who were present at the time of adjournment.

14. **ACTION WITHOUT A MEETING BY WRITTEN CONSENT.** 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. Any action by written consent shall have the same effect as a unanimous vote of the Board of Directors. All such written consents shall be filed with the minutes of the proceedings of the Board of Directors.

15. **RIGHTS OF INSPECTIONS.** 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 of which such person is a Director.

16. **COMPENSATION OF DIRECTORS.** Directors and members of committees of the Board shall serve without compensation for their services, but may be reimbursed for expenses, as fixed or determined by resolution of the Board of Directors. This section shall not preclude any Director from serving the Corporation as an officer, agent, employee, or in any other capacity, and receiving compensation for those services. Upon Board approval, Directors and members of committees may receive compensation from the Corporation for services rendered to it, provided, however, that not more than forty-nine percent (49%) of the persons serving on the Board shall be interested persons without the meaning of Section 5226 of the California Non-Profit Public Benefit Corporation Law.

**ARTICLE 4: COMMITTEES**

1. **EXECUTIVE AND OTHER COMMITTEES OF THE BOARD.** The Board of Directors, by resolution adopted by a majority of the authorized number of Directors, may create one or more committees with the authority of the Board ("Board committees" or "committees of the Board"), except with respect to:

   (a) the approval of any action for which the California Non-Profit Public Benefit Corporation Law also requires approval of the Members or approval of a majority of all Members (such limitation of committee action shall apply whether or not the Corporation has Members);

   (b) the filling of vacancies on the Board or in any committee;

   (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 by which its express terms is not so amendable or repealable;
(f) the appointment of other 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; or

(h) except to the extent provided by Section 5233 of the California Non-Profit Public Benefit Corporation Law, the approval of any self-dealing transaction, as such transactions are defined in said Section.

2. MEETINGS AND ACTIONS OF BOARD COMMITTEES. Meetings and actions of committees of the Board shall be governed by the Bylaw provisions applicable to meetings and actions of the Board of Directors as to place of meetings, regular meetings, special meetings, waiver of notice, quorum, adjournment, notice of adjournment, and action by written consent without a meeting, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that:

(a) the time of regular committee meetings may be determined either by resolution of the Board of Directors or by resolution of the committee;

(b) special committee meetings may also be called by resolution of the Board of Directors;

(c) notice of special committee meetings shall also be given to all alternate members; and

(d) alternate members shall have the right to attend all meetings of the committee.

The Board may adopt rules, not inconsistent with the Bylaws, for the governance of committees of the Board.

3. NON-BOARD COMMITTEES. One or more committees without the power and authority of the Board ("non-Board" committees) may be created by Board resolution, for investigative and other appropriate purposes. Membership on non-Board Committees is not limited to Directors. To bind the Corporation, actions or non-Board committees must be ratified by the Board of Directors.

ARTICLE 5: OFFICERS

1. OFFICERS: ELECTION. Only Directors can be officers of ETC. The Corporation shall have a chief executive officer, a secretary, and a chief financial officer. There may also be other officers as specified in the Bylaws or designated by the Board of Directors. Any number of offices may be held by the same person. The officers of the Corporation (except for subordinate officers appointed in accordance with the provisions below) shall be elected annually by the Board of Directors, for a one-year term at the annual meeting: All officers shall serve at the pleasure of the Board of Directors. Each officer shall hold office until his or her resignation, removal, or other disqualification from service, or until his or her respective successor shall be elected.

2. CHIEF EXECUTIVE OFFICER. Except to the extent that the Bylaws or the Board of Directors assign specific powers and duties to the Chairman of the Board, the President shall serve as
general manager and chief executive officer of the Corporation and shall have general supervision, direction, and control over the Corporation's business and its officers, with all the general powers and duties of management usually vested in a Corporation's chief executive officer.

The President shall exercise and perform such powers and duties as prescribed by the Bylaws or by the Board of Directors. The President shall also preside at Board meetings if there is no Chairman of the Board or if the Chairman is absent.

3. SECRETARY. The Secretary shall have the following duties:

(a) MINUTES. The Secretary shall be present at and take the minutes of all meetings of the Board of Directors and committees of the Board. If the Secretary is unable to be present, the Secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as designated by the Board of Directors, a book of minutes of all meetings and actions of the Board of Directors and committees of the Board. The minutes of each meeting shall state the following: the time and place of the meeting; whether it was regular or special; if special, how it was called or authorized; the notice given or waivers or consents obtained; the names of Directors present at Board or committee meetings; and an accurate account of the proceedings.

(b) NOTICE OF MEETINGS. The Secretary shall give notice, or cause notice to be given, of all Board meetings and committee meetings for which notice is required by statute or by the Bylaws. If the Secretary or other person authorized by the Secretary to give notice fails to act, notice of any meeting may be given by any other officer of the Corporation. The Secretary shall maintain records of the mailing or other delivery of notices and documents to Directors, as prescribed by the Bylaws or by the Board of Directors.

(c) OTHER DUTIES. The Secretary shall keep the seal of the Corporation, if any, in safe custody. The Secretary shall have such other powers and perform such other duties as prescribed by the Bylaws or by the Board of Directors.

4. CHIEF FINANCIAL OFFICER. The chief financial officer, who may also be referred to as the Treasurer, shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any Director.

The chief financial officer shall (1) deposit Corporate funds and other valuables in the Corporation's name and to its credit with depositories designated by the Board; (2) disburse corporate funds as authorized by the Board; (3) whenever requested by the Board or the chief executive officer, render a statement of the Corporation's financial condition and an account of all transactions he or she has conducted as chief financial officer; and (4) exercise such other powers and perform such other duties as prescribed by the Bylaws or by the Board of Directors.

The chief financial officer shall be deemed the Treasurer for any purpose requiring action by the Corporation's Treasurer.
5. **VICE PRESIDENTS.** There may be one or more Vice Presidents, as determined by the Board. In the absence or disability of the President, the President’s duties and responsibilities shall be carried out by the highest-ranking available Vice President, or if there are two or more unranked Vice Presidents, by a Vice President designated by the Board of Directors. When so acting, a Vice President shall have all the powers of and be subject to all the restrictions on the President. Vice Presidents shall have such other powers and perform such other duties as prescribed by the Bylaws or assigned from time to time by the Board of Directors or the chief executive officer.

6. **SUBORDINATE OFFICERS.** The Board of Directors may appoint, and may empower the chief executive officer to appoint, subordinate officers as required by the Corporation’s business, whose duties shall be as provided in the Bylaws or as determined from time to time by the Board of Directors or the chief executive officer.

7. **REMOVAL AND RESIGNATION OF OFFICERS.** Any officer chosen by the Board of Directors may be removed by the Board at any time, with cause on notice and for any of the reasons set forth in Paragraph 4 of Article 3 of these Bylaws. Subordinate officers appointed by persons other than the Board may be removed at any time, with cause on notice, by the Board or by the person by whom appointed. A removed officer shall have no claim against the Corporation or individual officers or Board members arising from such removal.

Any officer may resign at any time by giving the Corporation written notice. Unless otherwise specified in the notice, resignations shall take effect on the date the notice is received, and acceptance of the resignation is not necessary to make it effective. An officer’s resignation or its acceptance by the Corporation shall not prejudice any rights the Corporation may have to monetary damages under an employment contract.

8. **VACANCIES IN OFFICES.** Vacancies in an office position resulting from an officer’s death, resignation, removal, disqualification, or any other cause shall be filled by the Board or by the person, if any, authorized by these Bylaws or the Board to make an appointment to that office.

9. **COMPENSATION.** No compensation shall be payable to officers.

**ARTICLE 6: RECORDS AND REPORTS**

1. **MAINTENANCE OF BYLAWS.** The Corporation shall keep at its principal executive office, or if its principal executive office is not in California, at its principal business office in this state, the original or a copy of the Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

2. **MINUTES AND ACCOUNTING RECORDS.** The minutes of proceedings of the Board of Directors and committees of the Board, and the accounting books and records shall be kept at the principal executive office of the Corporation, or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form.
3. FINANCIAL STATEMENTS. The Corporation shall keep a copy of any annual financial statement, quarterly or other periodic income statements, and accompanying balance sheets on file in its principal executive office for 12 months.
ARTICLE 7: GENERAL CORPORATE MATTERS

1. AUTHORIZED SIGNATORIES FOR CHECKS. All checks, drafts, or other orders for payment of money, notes, and other evidences of indebtedness issues in the name of or payable to the Corporation shall be signed or endorsed in the manner and by the persons authorized by the Board of Directors.

2. EXECUTING CONTRACTS AND INSTRUMENTS. The Board of Directors may authorize any of its officers or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or it may be confined to one or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the Corporation shall have any power or authority to bind the Corporation in any way, pledge its credit, or render it liable for any purpose in any amount, unless that person was acting with authority duly granted by the Board of Directors as provided in these Bylaws, or unless an unauthorized act was later ratified by the Corporation.

3. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Sections 100 through 195 of the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “person” includes a Corporation and a natural person.

ARTICLE 8: AMENDMENTS

1. AMENDMENT OF ARTICLES OF INCORPORATION. Unless otherwise provided under applicable law, amendments to the Articles of Incorporation may be adopted if approved by the Board. An amendment to the Articles of Incorporation shall be effective as of the date that the appropriate certificate of amendment is filed with the Secretary of State.

2. AMENDMENT OF BYLAWS. Except as otherwise required by law or by the Articles of Incorporation, these Bylaws may be amended or repealed, and new Bylaws may be adopted, by a majority of the sitting Directors of the Board of Directors.

ARTICLE 9: INDEMNIFICATION

1. DEFINITIONS. For the purposes of this Article 9, “agent” means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the 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 which was a predecessor Corporation of the Corporation or of another enterprise at the request of such predecessor Corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article 9.
2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Non-Profit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator 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 the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Non-Profit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expense incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article 9 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
5. **REQUIRED DETERMINATIONS.** Except as provided in Section 4 of this Article 9 any indemnification under this Article 9 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article 9, by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceedings; or

(b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

6. **ADVANCE OF EXPENSES.** Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 9.

7. **OTHER INDEMNIFICATION.** No provision made by the Corporation to indemnify its or its subsidiary’s Directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article 9. Nothing contained in this Article 9 shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

8. **FORMS OF INDEMNIFICATION NOT PERMITTED.** No indemnification or advance shall be made under this Article 9, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, 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 it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9. **INSURANCE.** The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article 9, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Non-Profit Public Benefit Corporation Law.
10. NONAPPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS.
This Article 9 does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan in such person's capacity as such, even through such person may also be an agent of the Corporation as defined in Section 1 of this Article 9. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

CERTIFICATE OF ADOPTION OF BYLAWS

Adoption by Director(s).

The undersigned on behalf of the above-named Corporation hereby adopts the same as the Bylaws of said Corporation.

Executed this ______ day of ____________, 200_.

__________________________________________

Certificate by Secretary.

I DO HEREBY CERTIFY AS FOLLOWS:

That I am the duly elected, qualified and acting Secretary of the above-named Corporation; that the foregoing Bylaws, comprising 10 pages, constitute the Bylaws of the Corporation as adopted at a meeting of its Board of Directors held on the date set forth above.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this ______ day of ____________, 200_.

__________________________________________