

AMENDED AND RESTATED BYLAWS
OF
MIDPENISULA COMMUNITY MEDIA CENTER, INC.
(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION)

AMENDED AND RESTATED BYLAWS

OF

MIDPENINSULA COMMUNITY MEDIA CENTER, INC.

(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION)

These Amended and Restated Bylaws (the “Bylaws”) amend, restate and supersede in their entirety the Bylaws of Mid-Peninsula Access Corporation dated January 5, 1990.

ARTICLE I

NAME

Section 1. Name of Corporation. The name of this Corporation is Midpeninsula Community Media Center, Inc..

ARTICLE II

OFFICES

Section 2. Principal Office. The principal office of the Corporation for the transaction of its business shall be located within either San Mateo County or Santa Clara County, California. Subject to the preceding sentence, the principal office of the Corporation shall be located at such a place as the Board of Directors of the Corporation may from time to time authorize.

Section 3. Other Offices. The Corporation may also have branch or subordinate offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, authorize.

ARTICLE III

PURPOSE AND OBJECTIVES

Section 4. Specific Purpose. The specific purpose for which this Corporation is organized is to establish, promote, maintain and support one or more community media centers serving primarily the communities of the midpeninsula region of the San Francisco Bay Area of the State of California, including the service area comprised initially of the Town of Atherton, the Cities of East Palo Alto, Menlo Park and Palo Alto and various unincorporated areas of San Mateo and Santa Clara Counties (the “Midpeninsula Service Area”) as described in that Cable Television Franchise Agreement effective as of July 24, 2000 between the City of Palo Alto on behalf of the Joint Powers and TCI Cablevision of California, Inc. (as the same may from time to

time be amended, modified, renewed, extended or replaced, the “Franchise Agreement”) and such other purposes as may be related or incidental to this purposes, which may include, without limitation:

(a) establishing, promoting and facilitating open, non-discriminatory community access, including through administering and managing available access channels, to the cable television system(s) serving the Midpeninsula Service Area, including under the franchise granted pursuant to the Franchise Agreement;

(b) performing the functions of the Community Access Organization (“CAO”) specified in the Franchise Agreement;

(c) developing, producing and distributing local community-based media programming for general dissemination, including over the cable television system(s) serving the Midpeninsula Service Area, radio, the Internet and other media;

(d) administering and managing the dedicated fiber cable network (carrying voice, data and video) for non-commercial uses by local governments, public agencies and schools (the “Institutional Network”) made available for noncommercial uses within the Midpeninsula Service Area pursuant to the Franchise Agreement;

(e) establishing, promoting and facilitating public forums enabling and enhancing community communication and expression;

(f) collaborating with public and private organizations to produce and disseminate community communications;

(g) providing accessible and affordable training and education for community members in the development and production of media programming and other public services for general dissemination, including distribution over available access channels of the cable television system(s) serving the Midpeninsula Service Area; and

(h) protecting the public interest in all aspects of community access, pursuant to the Franchise Agreement, and providing for the enhancement of public service, charitable and/or educational opportunities of the residents in the Midpeninsula Service Area.

Section 5. General Purpose. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (“IRC”). The Corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from federal income tax under IRC Section 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law); or;

(b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2) (or the corresponding provision of any future United States Revenue Law).

In furtherance of and not in limitation of the objectives and purposes set forth in this Article III (inclusive of Sections (4) and (5) hereof), the Corporation shall have the full power to do any other acts, matters and things necessary or convenient in order to accomplish such objectives and purposes as shall qualify as exempt under IRC Section 501(c)(3), and to exercise all of the powers conferred upon corporations organized under Sections 5000 *et seq.* of the California Nonprofit Corporation Law.

ARTICLE IV

DIRECTORS

Section 6. Number and Representation. The authorized number of Directors comprising the Board of Directors of the Corporation shall be (a) during the calendar years 2001 and 2002, not less than nine (9) and not more than eighteen (18), and (b) thereafter, not less than nine (9) and not more than fifteen (15). The exact number of Directors shall be set within these limits from time to time by approval of the Board of Directors in accordance with these Bylaws. Effective as of and commencing upon the effective date of these Bylaws, the Board of Directors of the Corporation shall be comprised of the persons (the "Initial Directors") listed on Schedule A ("Schedule A") attached to and made a part of these Bylaws serving the terms set forth on Schedule A. Thereafter, six (6) Director positions, exclusive of the Initial Directors, shall be reserved for nomination, one each, by each of the following governing bodies of the jurisdictions in the Midpeninsula Service Area: the Town of Atherton, the City of East Palo Alto, the City of Menlo Park, the City of Palo Alto, the County of Santa Clara, and the County of San Mateo in accordance with Section 9 of these Bylaws shall be appointed to the Board of Directors of the Corporation by the majority vote of the then authorized number of members of the Board of Directors, exclusive of (a) then existing vacancies on the Board of Directors and (b) in the event a current Director with an expiring term being re-nominated, such current Director. Director positions not reserved for nomination by the governing bodies of the jurisdictions of the Midpeninsula Service Area, including the positions initially held by Initial Directors following the end of their respective terms as set forth in Schedule A, shall be elected by the majority vote of the then authorized number of members of the Board of Directors, exclusive of (a) then existing vacancies on the Board of Directors and (b) in the event a current Director with an expiring term is seeking re-election, such current Director. In addition to the foregoing authorized Directors to be appointed or elected to the Board of Directors of the Corporation, the Board of Directors may from time to time appoint one or more persons to be non-voting *ex-officio* members of the Board of Directors of the Corporation for such terms as the Board of Directors may deem appropriate; *provided* that such *ex-officio* Directors shall have none of the powers, duties, rights or obligations pertaining to appointed or elected Directors under these Bylaws or applicable law.

Section 7. Powers. Subject to the applicable provisions and limitations of the California Nonprofit Corporation Law and other applicable laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the

direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company or committee, however composed; *provided that* the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 8. Specific Powers. Without prejudice to the general powers set forth in Section 7 of these Bylaws, but subject to the same limitations, the Board of Directors shall have power to:

(a) appoint and remove, at the pleasure of the Board of Directors, all the Corporation's officers, agents and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties;

(b) change the principle office or the principle business office in California from one location to another; and cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and

(c) borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 9. Procedures for Nomination, Appointment and Election. Those Directors to be nominated by the governing bodies of the jurisdictions of the Midpeninsula Service Area in accordance with Section 6 of these Bylaws for appointment to the Board of Directors of the Corporation shall be nominated pursuant to procedures approved by the Board of Directors from time to time and in accordance with applicable law. Prior to the expiration of the term of any Director nominated by the governing body of a jurisdiction within the Midpeninsula Service Area, such governing body of the jurisdiction represented by such Director whose terms is due to expire shall nominate its successor representative Director for appointment by the Board of Directors in accordance with this Section 9. If the relevant governing body fails to nominate a new successor representative Director or re-nominate the current representative Director prior to expiration of the current representative Director's term, or if the Board of Directors fails to appoint the nominee of such governing body for any reason, the Board of Directors may appoint the current representative Director to continue service on the Board of Directors until the relevant governing body nominates a new successor representative Director or re-nominates the current representative Director.

Those Directors to be elected by the Board of Directors in accordance with Section 6 of these Bylaws shall be nominated and elected subsequent to public notice being given of intent to fill a vacancy on the Board of Directors and subsequent to applications received from applicants eligible to be candidates for such Director position and due consideration by the Board of Directors of all eligible applicants. Prior to the expiration of the term of any elected current Director, the Board of Directors, not including such current Director if such current Director is

seeking re-election, shall elect a successor Director; *provided* that the Board of Directors, at its option, may extend the voting date for a period of not more than 90 days past the stated expiration of the term of such current Director in order to recruit additional eligible applicants for such Director's position.

Section 10. Eligibility; Interested Persons. The following persons shall be ineligible to be appointed or elected to serve as, or to continue to serve as, a Director: (a) a person who is currently an officer and employee of a cable television franchisee serving the Midpeninsula Service Area and (b) a person (other than a person who is an Initial Director, such exclusion applying only for the duration of the term of such Initial Director set forth in Schedule A) who currently holds a governmental or other public office to which he has been popularly elected or who has formally declared himself as a candidate for election to any such office; *provided* that such persons shall be eligible to serve as non-voting ex-officio members of, or on an advisory committee of, the Board of Directors.

In addition, at no time shall more than forty-nine percent (49%) of the Directors of the Corporation be "interested persons" as defined in Section 5227 of the California Nonprofit Corporation Law. As of the effective date of these Bylaws, Section 5227 of the California Nonprofit Corporation Law defines an "interested person" as:

(a) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as a director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

No violation of this Section 10 shall affect the validity or enforceability of any transaction entered into by the Corporation.

Section 11. Term. The term of office of each of the Initial Directors shall be as set forth in Schedule A. Thereafter, Directors shall be appointed or elected, as applicable, annually to a term of office of three (3) years (based on a calendar year) and shall hold office until their respective successors have been elected or appointed, as applicable, and have qualified, or until their resignation, removal or death, whichever is earlier; *provided* that such terms shall be staggered such that one-third (or the closest approximation thereof) of the then authorized number of Directors shall be elected or appointed each year. From the effective date of these Bylaws until such time as staggered terms as contemplated by these Bylaws have been established, the Board of Directors may establish terms for Directors elected or appointed to the Board of Directors of less than three (3) years for the purpose of establishing such staggered terms. Any reduction in the number of Directors authorized in the Articles of Incorporation of the Corporation or these Bylaws will not effect the removal of any Director prior to the expiration of such Director's term of office.

Section 12. Vacancies of Directors. A vacancy on the Board of Directors for any reason other than the expiration of the term of a Director shall be filled as provided for in these

Bylaws by a substitute Director, which substitute Director so elected or appointed shall complete the term of the vacant Director's position so filled.

Section 13. Resignation. Any director of the Corporation may resign effective upon giving written notice to the President, the Vice-President, the Secretary, the Treasurer or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be appointed or elected pursuant to these Bylaws to take office on the date the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California, no Director may resign if such resignation would leave the Corporation without a duly elected Director in charge of its affairs.

Section 14. Removal.

(a) **Removal of Director for Cause.** The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5231 of the California Nonprofit Corporation Law.

(b) **Removal of Director Without Cause.** Any and all Directors may be removed from office without cause upon the approval of a majority of all Directors then in office.

Section 15. Compensation of Directors. Directors shall receive no compensation for their services as Directors, but may receive payment or reimbursement for their expenses as may be determined from time to time by the Board of Directors. Nothing in this Section 15 shall preclude any Director from time to time from serving the Corporation in any other capacity and receiving compensation for such other service, subject to Section 10 of these Bylaws concerning interested persons. No obligation, otherwise valid, to pay such compensation shall be voidable merely because the person receiving the compensation participated in the decision to pay it, unless it was not just and reasonable to the Corporation at the time it was authorized, ratified or approved.

Section 16. Annual Meetings. The Board of Directors shall hold annual meetings. The first annual meeting shall be the first meeting of the Directors elected by the Initial Directors. The second and subsequent annual meetings of the Board of Directors shall be held at such date, time and place as the Board of Directors shall from time to time determine

Section 17. Regular Meetings. The Board of Directors shall hold regular meetings at least four times each year, at such date, time, and place as the Board of Directors shall from time to time determine. Regular meetings held pursuant to this Section 17 may be held without notice.

Section 18. Special Meetings. Special meetings of the Board of Directors for any purpose may be called by the President, the Vice-President or the Secretary of the Corporation or any two (2) Directors.

Section 19. Participation by Telephone. Directors may participate in a Board of Directors meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Such participation constitutes presence in person at such meeting.

Section 20. Notice of Meetings. Notice of the date, time and place of all meetings of the Board of Directors, unless provided otherwise in Sections 16 or 17 of these Bylaws, shall be delivered personally, orally or in writing, or by telephone, telegraph, facsimile or electronic mail, to each Director, at least forty-eight (48) hours before the meeting, or sent in writing to each Director by first-class mail, charges prepaid, at least four (4) days before the meeting. Such notice may be given by the Secretary of the Corporation or by the person or persons who called the meeting. Such notice need not specify the purpose of the meeting. Notice of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice of such meeting, or a consent to holding the meeting or an approval of the minutes thereof, either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement such Director's lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 21. Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the state of California which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated by resolution of the Board of Directors or, if not so designated or stated, at the principal office of the Corporation.

Section 22. Action by Written Consent Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 23. Quorum and Transaction of Business. A majority of the authorized number of Directors presently constituted shall constitute a quorum for the transaction of business. 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 the act of the Board of Directors, unless applicable law, the Articles of Incorporation of the Corporation or these Bylaws specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of Directors, if any action taken is approved by at least a majority of the number of Directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting, as provided in Section 24 of these Bylaws.

Section 24. Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the Directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 25. Organization. The President shall preside at every meeting of the Board of Directors, if present. If there is no President or if the President is not present, the Vice-President shall preside, or, in the absence of both such persons, a Director chosen by a majority of the Directors present at such meeting shall preside. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer shall act as secretary of the meeting.

ARTICLE V

OFFICERS AND EXECUTIVE DIRECTOR

Section 26. Officers of the Corporation. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, Executive Director and such other officers as the Board of Directors shall from time to time determine. The same person may hold up to two (2) offices, *provided that* the President shall hold only the office of President of the Board.

Section 27. Appointment. All officers shall be chosen and appointed by the Board of Directors; *provided, however,* that the Board of Directors may empower the President to appoint such officers, other than President, Vice-President, Treasurer, Secretary or Executive Director, as the activities of the Corporation may require. All officers shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under a contract of employment.

Section 28. Term and Compensation. The officers shall be appointed annually by the Board of Directors, and each shall hold his office until he resigns or is removed or otherwise disqualified to serve, or his successor is elected and qualified. The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director of the Corporation. All officers shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under a contract of employment.

Section 29. Resignations. Any officer may resign at any time upon written notice to the Corporation, without prejudice to the rights, if any, of the Corporation under any contract to which such officer is a party. Such resignation shall be effective upon its receipt by the President, the Vice-President, the Treasurer, the Secretary or the Board of Directors, unless a different time is specified in the notice for effectiveness of such resignation. The acceptance of any such resignation shall not be necessary to make it effective unless otherwise specified in such notice.

Section 30. Removal. Any officer may be removed from office at any time, with or without cause, but subject to the rights, if any, of such officer under any contract of employment, by the Board of Directors or by any committee to whom such power of removal has been duly delegated, or, with regard to any officer who has been appointed by the President or any other officer upon whom such power of removal may be conferred by the Board of Directors. A vacancy occurring in any office for any reason may be filled by the Board of Directors, in the manner prescribed by this Article V of the Bylaws for initial appointment to such office.

Section 31. Vacancies. A vacancy occurring in any office for any reason may be filled by the Board of Directors in the manner prescribed by this Article V of the Bylaws for initial appointment to such office.

Section 32. General Powers and Duties of Officers. The officers shall have such duties and powers as provided in or pursuant to these Bylaws and as are customarily exercised by corporate officers holding such offices; *provided that* such duties and powers are not inconsistent with the Articles of Incorporation of the Corporation, these Bylaws, any resolutions of the Board of Directors duly adopted pursuant hereto, or applicable law.

Except as these Bylaws may otherwise provide, the Board of Directors or its duly appointed and authorized committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized or otherwise expressly provided in these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 33. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors or its duly appointed and authorized committee. When so authorized by the Board of Directors or such committee, any officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation and, when authorized as aforesaid, may mortgage, pledge, hypothecate or transfer any and all stocks, securities and other property, real or personal, at any time held by the corporation, and to that end endorse, assign and deliver the same as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation. Such authorization may be general or confined to specific instances. Except as provided by Section 5236 of the California Nonprofit Corporation Law, the Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

Section 34. Bank Accounts. The Board of Directors or its duly appointed and authorized committee from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the Board of Directors, its duly appointed and authorized committee or by any officer or officers, agent or agents, of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors or its duly appointed and authorized committee may make such rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as are deemed advisable.

Section 35. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors or its duly appointed and authorized committee. Endorsements for deposit to the credit of the

Corporation in any of its duly authorized depositaries may be made, without counter-signature, by the President, the Vice-President or the Treasurer or by any other officer or agent of the Corporation to whom the Board of Directors or its duly appointed and authorized committee, by resolution, shall have delegated such power or by hand-stamped impression in the name of the Corporation.

Section 36. The President. The President shall:

- (a) preside at meetings of the Board of Directors;
- (b) preside at meetings of the Executive Committee;
- (c) execute, following approval of the Board of Directors appropriate contractual agreements with individuals or organizations on behalf of the Corporation;
- (d) perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation or by these Bylaws; and
- (e) have such other authority and perform such other duties as the Board of Directors may determine from time-to-time.

Section 37. The Vice-President. The Vice-President shall be authorized to act in the event the President is unable to act. In the absence or disability of the President, in the event of a vacancy in the office of President, or in the event such officer refuses to act, the Vice-President shall perform all the duties of the President, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors or these Bylaws.

Section 38. The Secretary. The Secretary shall:

- (a) be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors or the President shall direct;
- (b) keep, or cause to be kept, at the principle office of the Corporation, or if the principal office is not in California, at its principal office in California, an original or copy of the Articles of Incorporation of the Corporation and these Bylaws, as the same may be amended from time to time;
- (c) give or cause to be given, at an order of the President, all notices in accordance with these Bylaws or as required by applicable law;
- (d) have custody of the corporate seal of the Corporation; if any; and
- (e) have such other authority and perform such other duties as the Board of Directors may determine from time to time.

If any assistant secretaries are appointed, the assistant secretary, or one of the assistant secretaries in the order of their rank as fixed by the Board of Directors or, if they are not so ranked, the assistant secretary designated by the Board of Directors, in the absence or disability of the Secretary or in the event of such officer's refusal to act or if a vacancy exists in the office of secretary, shall perform the duties and exercise the powers of the Secretary and discharge such duties as may be assigned from time to time pursuant to these Bylaws or by the Board of Directors.

Section 39. The Treasurer. The Treasurer shall:

(a) supervise and control the keeping of adequate and correct accounts of the Corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and capital, such account books to be maintained at the Corporation's principal office and/or such other places as the Board of Directors may direct;

(b) oversee custody of all funds, securities, evidences of indebtedness and other valuable documents of the Corporation and, at the Treasurer's discretion, to cause any and all thereof to be deposited for the account of the Corporation with such depository as designated from time to time by the Board of Directors;

(c) disburse, or cause to be disbursed, all funds of the Corporation as may be directed by the Board of Directors;

(d) render to the President and the Board of Directors, whenever they may require, accounts of all transactions and of the financial condition of the Corporation; and

(e) generally to do and perform all such duties as pertain to the office of the Treasurer as may be required by the Board of Directors.

If any assistant treasurer is appointed, the assistant treasurer, or one of the assistant treasurers, if there are more than one, in the order of their rank as fixed by the Board of Directors or, if they are not so ranked, the assistant treasurer designated by the Board of Directors, shall, in the absence or disability of the Treasurer or in the event of such officer's refusal to act, perform the duties and exercise the powers of the Treasurer, and shall have such powers and discharge such duties as may be assigned from time to time pursuant to these Bylaws or by the Board of Directors.

Section 40. The Executive Director. The Executive Director is the chief administrative officer of the Corporation and shall be appointed on the basis of qualifications for the position established by Board appointment. The Executive Director shall:

(a) have the authority and responsibility for the administration and the execution of the basic policies of the Board and the purposes of the corporation as stated in the Bylaws;

(b) be responsible for the supervision, appointment, promotion, and termination of personnel employed by the corporation and for the administration of operational functions; and

(c) as chief administrator, be afforded a seat, without vote, at all meetings of the Board, the Executive Committee and shall liaison with related agencies, organizations and groups on all governmental levels.

ARTICLE VI

COMMITTEES

Section 41. Executive Committee. The Board of Directors may, by a majority vote of Directors then in office, designate three (3) or more of its members to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the direction of the business and affairs of the corporation, except with respect to:

(a) the filling of vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;

(b) The amendment or repeal of the Articles of Incorporation or the bylaws of the Corporation or the adoption of new Articles of Incorporation or Bylaws of the Corporation;

(c) the amendment or repeal of any resolution of the Board that by its express terms is not so amendable or repealable;

(d) the appointment of committees of the Board of Directors or the members thereof;

(e) the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; and

(f) the approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

By a majority vote of the Directors then in office, the Board of Directors may at any time revoke or modify any or all of the authority delegated to the Executive Committee, increase or decrease but not below three (3) the number of its members, and fill vacancies therein from the members of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board of Directors may require.

Section 42. Other Committees. The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board of Directors and shall be clearly titled as "advisory" committees.

Section 43. Meetings and Actions of Committees. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of

such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VII

GENERAL OPERATIONS OF THE CORPORATION

Section 44. Fiscal Year. The Board of Directors shall determine by resolution the fiscal year of the Corporation.

Section 45. Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:

(a) minutes of all meetings of the Board of Directors and committees of the Board of Directors; and

(b) such other records as are appropriate for the administration of the Corporation.

Section 46. Directors' Inspection Rights. Each Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 47. Annual Report. The Board shall furnish an annual report not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors and make it available to the public for inspection. The reports shall contain the following information in appropriate detail:

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

(b) the 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; and

(e) any information required by Section 6322 of the California Corporations Code or any successor statute.

The annual reports shall be accompanied by any report thereon of independent accounts, or, if there is no such report, 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 48. Time Notice Given or Sent. Whenever any notice is given or sent pursuant to these Bylaws, the time such notice is deemed to have been given or sent shall be determined by reference to Section 5015 of the California Nonprofit Corporation Law.

Section 49. Construction and Definition. Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the California Corporations Code shall govern the construction of these Bylaws, including, without limitation, as to the reference to gender pursuant to Section 12 of the California Corporations Code. Without limiting the foregoing, “shall” is mandatory and “may” is permissive.

Section 50. Severability. If any section, subsection, sentence, clause, phrase, or other portion of these bylaws is, for any reason, declared invalid, in whole or in part, by any court, legislative body, or other authority of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent portion. Such declaration shall not affect the validity of the remaining portion hereof, which other portions shall continue in full force and effect.

ARTICLE VIII

NON-LIABILITY, INDEMNIFICATION AND INSURANCE

Section 51. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 52. Indemnification of Directors, Officers, Employees And Other Agents. The Corporation shall indemnify its directors and officers to the fullest extent permitted by Section 5238 of the California Corporations Code. The Corporation shall have the power to indemnify its other agents as set forth in Section 5238. The Corporation shall have no obligation to grant such indemnification to its other agents except as expressly set forth in said Section 5238.

Section 53. Insurance for Corporate Agents. The Corporation may obtain and maintain liability insurance in the name of the Corporation, in the form of a general liability policy or directors’ and officers’ liability policy, so as to limit the personal liability of directors and officers as provided in Section 5239 of the California Nonprofit Corporation Law. The Corporation shall have the 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 Section 52 of these Bylaws; *provided, however*, that the Corporation shall have no power to purchase and maintain such insurance to indemnify such agent of the Corporation for a violation of Section 5233 of the California Nonprofit Corporation Law for which a remedy is available under Section 5233(h) of the California Nonprofit Corporation Law.

ARTICLE IX

AMENDMENTS

Section 54. Amendments. Except as otherwise provided by statute, the Board of Directors may alter, amend, or repeal these Bylaws and adopt new Bylaws by the affirmative vote of a majority of the members of the Board, *provided that*:

(a) any such action be taken only at meetings of the Board of Directors called for such purpose; and

(b) the notice of such meetings shall state the substance of the Bylaw to be made or repealed, or of the alteration or amendment.

SCHEDULE A

List of Initial Directors (and Terms)

<i>Initial Director</i>	<i>Expiration of Term</i>
Peter H. Carson	December 31, 2001
Joan King	December 31, 2001
Judy Kleinberg	December 31, 2001
Jim Burch	December 31, 2002
Seth G. Fearey	December 31, 2002
Sally Kiester	December 31, 2002
Andrew Mellows	December 31, 2002
Christine Shambora	December 31, 2002

ARTICLE I	NAME.....	1
	Section 1. Name of Corporation.....	1
ARTICLE II	OFFICES	1
	Section 2. Principal Office.....	1
	Section 3. Other Offices.....	1
ARTICLE III	DIRECTORS.....	1
	Section 5. Powers	2
	Section 6. Specific Powers.....	2
	Section 7. Appointment and Election	2
	Section 8. Term	3
	Section 9. Vacancies of Directors	3
	Section 10. Resignation	3
	Section 11. Removal.....	3
	Section 12. Compensation of Directors.....	4
	Section 13. Interested Persons.....	4
	Section 14. Meetings	4
	Section 15. Notice of Meetings.....	4
	Section 16. Quorum and Voting.....	5
	Section 17. Conduct of Meeting.....	5
	Section 18. Participation by Telephone.....	5
ARTICLE IV	OFFICERS AND EXECUTIVE DIRECTOR.....	6
	Section 19. Officers of the Board.....	6
	Section 20. Term and Compensation.....	6
	Section 21. Resignations.....	6
	Section 22. Removal.....	6
	Section 23. General Powers and Duties of Officers.....	6
	Section 24. Loans	7
	Section 25. Bank Accounts	7
	Section 26. Checks, Drafts, Etc.....	7
	Section 27. The President	7
	Section 28. The Vice-President.....	8
	Section 29. The Secretary	8
	Section 30. The Treasurer	9

Section 31.	The Executive Director.....	9
ARTICLE V	COMMITTEES.....	10
Section 32.	Executive Committee.....	10
Section 33.	Other Committees.....	10
Section 34.	Meetings and Actions of Committees.....	10
ARTICLE VI	GENERAL OPERATIONS OF THE CORPORATION.....	11
Section 35.	Fiscal Year.....	11
Section 36.	General and Special Bank Accounts, Checks.....	11
Section 37.	Maintenance of Corporate Records.....	11
Section 38.	Directors' Inspection Rights.....	11
Section 39.	Annual Report.....	11
Section 40.	Bylaw Amendments.....	12
Section 41.	Time Notice Given or Sent.....	12
Section 42.	Construction and Definition.....	12
ARTICLE VII	NON-LIABILITY, INDEMNIFICATION AND INSURANCE.....	12
Section 43.	Non-Liability of Directors.....	12
Section 44.	Indemnification of Directors, Officers, Employees And Other Agents.....	12
ARTICLE VIII	AMENDMENTS.....	12
ARTICLE IX	SEVERABILITY.....	13
ARTICLE X	PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS.....	13
Section 45.	Prohibition Against Sharing Corporate Profits and Assets.....	13