

BYLAWS

OF

THE SPIRIT CONSORTIUM

**A California Nonprofit Mutual
Benefit Corporation**

March 31, 2006

**BYLAWS
OF
THE SPIRIT CONSORTIUM,**
a California nonprofit mutual benefit corporation

**ARTICLE I.
NAME**

The name of this Corporation is The SPIRIT Consortium Inc.

**ARTICLE II.
OFFICES**

The principal office of The SPIRIT Consortium (the “**Corporation**”) shall be located at 1370 Trancas Street #184, Napa, County of Napa, California. The Board of Directors (the “**Board**” or the “**Directors**”) may change the location of the principal place of business. Any such change shall be noted by the Secretary on these bylaws opposite this section. The Board may at any time establish branch or subordinate offices at any place where the Corporation is qualified to conduct its activities.

**ARTICLE III.
PURPOSES; LIMITATIONS**

The primary objectives and purposes of this Corporation shall be:

- (i) To identify and propose a set of requirements in the form of an open standard that allows the packaging and wrapping of design modules to be independent from specific system development tools, languages or architectures;
- (ii) To identify and propose an open standard Application Programming Interface to enable a common interface for a tool framework for the development flow of integrated circuits and systems; and
- (iii) To participate in any other such activities in furtherance of the general purposes of the corporation, as determined by the Board of Directors.

In the context of these purposes, the Corporation shall be a nonprofit corporation formed under the Nonprofit Corporation Law (the “**Nonprofit Corporation Law**”). The Board may, in its sole discretion, elect to seek exemption from Federal taxation for the Corporation pursuant to section 501(a) of the Internal Revenue Code of 1986, as amended (the “**Code**”). In the event such exemption is sought and until such time, if

ever, as such exemption is denied or lost, the Corporation shall not be empowered to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization describe in section 501(c) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Revenue Law.

ARTICLE IV. MEMBERS

4.1 Classes of Memberships

The Corporation shall have three classes of members, designated as Contributing Members, Reviewing Members, and Associate Members. This Corporation may refer to persons/entities of non-voting classes or other persons/entities associated with it as “Members,” even though those persons/entities are not voting members as set forth in sections 4.6 and 4.8 of these bylaws; provided, however, that no such reference shall constitute anyone as a member within the meaning of section 5056 of the Nonprofit Corporation Law and shall not confer upon those members any voting privileges not specifically set forth in these bylaws or any amendments hereto. Voting memberships and non-voting memberships in the Corporation are collectively referred to hereinafter as a “Membership,” and a person/entity holding a Membership is referred to hereinafter as a “Member.”

4.2 Control Group

A Control Group shall be treated as a single Member for all purposes.

For purposes of this section, “Control” shall mean the power to direct or cause the direction of management and policies of a corporation or other entity, and “Control Group” shall include all corporations or other entities which are controlled by a Member, which control the Member, or which are also controlled by the Corporation or entity controlling the Member.

4.3 Conditions of Contributing Membership

The Contributing Members of the Corporation shall have the right to vote in accordance with sections 4.2 and 4.4 (the “**Contributing Members**”), and shall be any person or entity (whether corporation, partnership, sole proprietorship, or firm, or a department or subdivision thereof) whose interest or objective involves cooperatively and proactively promoting the purposes of the Corporation (as described in Article III), provided that such persons or entities shall not become Contributing Members until approval of their application by the Board, and except upon payment of such initiation fees and annual dues as may be determined by the Board. A Contributing Member shall

remain in good standing provided all subsequent dues, assessments and fees, together with such penalties for late payment as may be determined by the Board, have been paid within the period set by the Board and the Member continues to meet all of the other requirements of Contributing Membership, subject to section 4.10 of these bylaws. Failure of a Contributing Member to pay any dues or assessments will create no liability of the Member to the Corporation.

4.4 Privileges of Contributing Membership

Each Contributing Member in good standing shall be entitled to vote for the election of Directors, on the disposition of all or substantially all of the assets of the Corporation, on any election to dissolve the Corporation, and on each matter submitted to a vote of the Contributing Members by the Board. Contributing Members who fail to be in good standing, as set forth in section 4.3 above, shall not be entitled to vote on any matter. Additionally, Contributing Members shall have all of the rights under the Nonprofit Corporation Law, as amended from time to time, which are afforded to Members (as defined in section 5056 thereof) and shall receive all publications of the Corporation which are intended for regular distribution as may be determined by the Board.

4.5 Conditions of Reviewing Membership

Any person or entity (whether corporation, partnership, sole proprietorship, or firm, or a department or subdivision thereof) whose interest or objective involves cooperatively and proactively promoting the purpose of the Corporation (as described in Article III), but who does not meet the requirements of membership as determined by the Directors for Contributing Members shall be eligible to be a Reviewing Member of the Corporation (the “**Reviewing Members**”); provided, however, that such persons or entities shall not become Reviewing Members except upon payment of such initiation fees and annual dues as may be determined by the Board. A Reviewing Member shall remain in good standing provided all subsequent dues, assessments and fees, together with such penalties for late payment, as may be determined by the Board, have been paid within the period set by the Board, and that the Reviewing Member continues to meet all of the other requirements of Reviewing Membership, subject to section 4.10 of these bylaws. Failure of a Reviewing Member to pay any dues or assessments will create no liability of the Reviewing Member to the Corporation.

4.6 Privileges of Reviewing Membership

Reviewing Members shall have all of the rights under the Nonprofit Corporation Law which are afforded to Members (as defined in section 5056 thereof) except the privilege to vote for Directors or other matters submitted to a vote of the Contributing

Members as determined by the Board. The Reviewing Members shall have the right to vote on matters submitted to a vote of the members of any non-executive committee of the Corporation. Reviewing Members shall receive all publications of the Corporation which are intended for regular distribution as may be determined by the Board. Reviewing Members shall not participate in any Working Group.

4.7 Conditions of Associate Membership

Any non-profit entity or university (consisting of organization members that may be individuals, institutes or companies thereof) whose interest or objective involves cooperatively and proactively promoting the purpose of the Corporation (as described in Article III) shall be eligible to be an Associate Member of the Corporation (the “**Associate Members**”); provided, however, that such persons or entities shall not become Associate Members except upon payment of such initiation fees and annual dues as may be determined by the Board. An Associate Member shall remain in good standing provided all subsequent dues, assessments and fees, together with such penalties for late payment, as may be determined by the Board, have been paid within the period set by the Board, and that the Associate Member continues to meet all of the other requirements of Associate Membership, subject to section 4.10 of these bylaws. Failure of an Associate Member to pay any dues or assessments will create no liability of the Associate Member to the Corporation.

4.8 Privileges of Associate Membership

Associate Members shall have all of the rights under the Nonprofit Corporation Law which are afforded to Members (as defined in section 5056 thereof) except the privilege to vote for Directors or other matters submitted to a vote of the Contributing Members as determined by the Board. The Associate Members shall have the right to vote on matters submitted to a vote of the members of any non-executive committee of the Corporation. Associate Members shall receive all publications of the Corporation which are intended for regular distribution as may be determined by the Board. Associate Members shall not participate in any Working Group.

4.9 Other Classes of Members

The Board may create or delete, by resolution, one or more classes of Membership in the Corporation and may prescribe the designations, voting rights (if any), powers, privileges and method of selection of members of each such class.

4.10 Deprivation or Suspension of Membership

(i) A Membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of the Member;
- (b) Expiration of the period of Membership, unless the Membership is renewed on the renewal terms fixed by the Board;
- (c) The Member's failure to pay dues, fees, or assessments as set by the Board within 90 calendar days after they are due and payable;
- (d) Any event that renders the Member ineligible for Membership, or failure to satisfy membership qualifications; or
- (e) Termination of Membership based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

(ii) A Member may be suspended based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

A person whose Membership is suspended shall not be a Member during the period of suspension, and therefore will not be afforded the privileges thereto.

(iii) If grounds appear to exist for suspending or terminating a Member the following procedure shall be followed:

- (a) The Board shall give the Member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown in the Membership Book or more updated corporate records.
- (b) The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.
- (c) The Board, committee, or person shall decide whether the Member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of Membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

4.11 Resignation by Member, Assignment of Membership

Any Member may resign as a Member at any time. Any initial fee, annual dues, assessments, fees or penalties already paid shall not be refunded in such an event. Membership in the Corporation may not be assigned without the written approval (which may be given electronically) of the Corporation, and any purported assignment without such written approval shall be null and void.

All rights of Membership cease on the Member's suspension, termination or dissolution. Any Member which is purchased or otherwise "controlled" by another Member shall, together, be treated as a single Member in accordance with section 4.2 of these bylaws.

4.12 Membership Period and Payment of Dues

The period of Membership for all classes shall begin on the date of payment of the appropriate annual dues and shall continue until March 31 of the year for which the dues are paid. Members paying for membership on October 1 or later shall be charged only 50% of the full dues for that level of Membership for the year of such payment.

4.13 Changes in Membership Class

Members who elect to change their membership class shall be free to apply do so at any time during their membership period by written notice (which may be given electronically) to the Secretary of the Corporation. Change of membership class shall take place upon approval of the application by the Board and when any applicable dues are received by the Treasurer. Those dues shall be the net difference between the dues previously paid and the dues required for the new class of Membership. No refund will be due by the Corporation to any Member as the result of changing the membership class.

4.14 Membership Book

The name and address of each Member shall be contained in a membership book, shall be placed in alphabetical order, and shall be maintained at the principal office of the Corporation (the “**Membership Book**”). Termination of any Membership shall be recorded in the Membership Book together with the date of such termination. The Members shall be responsible for apprising the Corporation of all changes of name and address and such other information as may be required by the Nonprofit Corporation Law.

4.15 Place and Hour of Member Meetings

All meetings of the Members shall be held either at the principal office of the Corporation or at such other place within or without the State of California and at such hour as may be designated by the Board in the notice of such meeting or in the waiver of notice thereof.

4.16 Annual Meetings

The annual meetings of the Members shall be held on such day and at such hour as may be fixed by the Board, but no later than June 30. At such annual meetings the Contributing Members shall elect Directors by a majority vote, and shall transact such other business as may be properly brought before the meeting. If the results of such an election involve a number of candidates receiving the same number of votes, thereby preventing the filling of one or more director positions, a run-off election shall be held between those candidates. If no annual meeting is held in accordance with the foregoing provision, the Board shall cause the meeting to be held as soon thereafter as convenient, which meeting shall be designated a special meeting in lieu of the annual meeting.

4.17 Special Meetings

Special meetings of the Members may be called at any time by the Board, the Chairperson of the Board, or by twenty-five percent 25% or more of the Contributing Members.

A special meeting shall be called upon the written request (which may be given electronically) by any person(s) entitled to call a special meeting of the Members (other than the Board), specifying the general nature of the business proposed to be transacted, and submitted to the Chairperson of the Board, Vice Chairperson or Secretary of the Corporation. The Officer receiving the request shall cause notice to be given to the Contributing Members entitled to vote at such meeting within twenty (20) days after receipt of the request stating that a special meeting will be held at a time chosen by the Board, which time shall not be less than thirty-five (35) nor more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person(s) requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing or affecting the time at which a meeting of Contributing Members may be held when it is called by the Board.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

4.18 Notice of Meetings or Reports

(i) Notice shall be given not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each Contributing Member entitled to vote thereat, and shall be given in writing; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting. Such notice shall be given either personally or by mail or other means of written communication, including electronically, addressed or delivered to each such Contributing Member at the address of such Contributing Member appearing in the Membership Book of the Corporation or given by the Contributing Member to the Corporation for the purpose of such notice. If no such address appears or is given, notice shall be given either personally or by mail or other means of written communication, including electronically, addressed to the Contributing Member at the place where the principal office of the Corporation is located. The notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication, including electronically.

(ii) Any such notice shall state the place, the date and the hour of such meeting. Additionally, for the annual meeting, the notice shall state the matters that the

Board at the time the notice is given, intends to present for action by the Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any regular, annual or special meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given.

(iii) For the approval by the voting Members to be valid with regards to the following proposals, the written notice or waiver of the meeting must state the general nature of these proposals, unless the proposal receives the unanimous written consent of those entitled to vote thereon. The aforementioned proposals are: (1) removing a Director without cause; (2) filling vacancies on the Board by the Contributing Members; (3) amending the Articles of Incorporation; (4) approving a contract or transaction in which a Director has a material financial interest; (5) approving the dissolution of the Corporation; or (6) approving a plan of distribution of assets, other than cash, or liquidation when the Corporation has more than one class of voting Membership outstanding.

(iv) For purposes of establishing which Members are entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in lawful action, the Board may fix in advance, a time in the future as a record date (the “**Record Date**”). Said Record Date shall not be more than sixty (60) days prior to the date of such vote, ballot or other exercise of rights, except that the Record Date for notice of a meeting shall not be more than ninety (90) nor less than ten (10) days prior to the meeting date. A determination of Members of record entitled to notice of or to vote at a meeting of Members shall apply to any adjournment of the meeting unless the Board fixes a new Record Date for the adjourned meeting. If no Record Date is fixed by the Board, the Record Date shall be fixed in accordance with the Nonprofit Corporation Law.

(v) The same procedures for the giving of notice shall apply to the giving of any report to Contributing Members.

4.19 Adjournment of Meetings

Any meeting of the Contributing Members, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Contributing Members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. No notice of the time and date to which the meeting is adjourned need be given if announced at the meeting at which the adjournment is taken. If after adjournment a new Record Date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the Record Date for notice of

the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any such business that may have been transacted at the original meeting.

4.20 Voting

(i) Except as otherwise provided in the Articles of Incorporation and subject to sections 4.3 and 4.4 of these bylaws each Contributing Member shall be entitled to one vote on each matter submitted to a vote of the Contributing Members. Votes may be via voice or by ballot as determined by the presiding Officer of the meeting; provided, however, that any election of Directors must be by ballot if demanded before the voting begins by any Contributing Member at the meeting.

(ii) No Contributing Member shall be entitled to cumulate such Contributing Member's votes for any election of Directors.

(iii) Quorum.

A. Fifty percent (50%) of the Contributing Members entitled to vote shall constitute a quorum at any meeting of the Contributing Members. If less than fifty percent (50%) of the Contributing Members are in attendance or represented by proxy at a meeting, then the Members represented may only vote upon matters the general nature of which was stated in the notice given to the Contributing Members under section 4.18 above. If a quorum is present, the affirmative vote of seventy percent (70%) majority of the Contributing Members represented at the meeting and entitled to vote on any matter shall be the act of the Contributing Members, unless otherwise required by the Articles of Incorporation or the Nonprofit Corporation Law.

B. Notwithstanding the withdrawal of enough Contributing Members to leave less than a quorum, the Contributing Members remaining at a duly called or held meeting at which a quorum was initially present may continue to do business until adjournment, so long as any action taken (other than adjournment) is approved by at least a seventy percent (70%) majority of the Contributing Members required to constitute a quorum.

4.21 Action without Meeting

(i) Any action which may be taken at any meeting of Contributing Members may be taken without a meeting and without prior notice, if the Corporation distributes a written ballot to every Contributing Member, and if (i) the number of votes cast by ballot within the time period specified in the ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required to approve at a

meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(ii) Ballots shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be delivered either personally or by mail or other means of written communication, including electronically, addressed to the Contributing Members at the address of each such Contributing Member appearing in the Membership Book of the Corporation or given by the Contributing Member for the purpose of receiving notices. If no such address can be found, or if ballots are returned by the United States Postal Service as undeliverable, ballots for such Contributing Members shall be solicited in a manner consistent with the requirements of the Nonprofit Corporation Law. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the nomination of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(iii) A written ballot may not be revoked.

(iv) Directors may be elected by written ballot under this section.

4.22 Form of Written Ballot

(i) If the Corporation has one hundred (100) or more Contributing Members at the time a written ballot is solicited, the form of any such written ballot distributed to ten (10) or more Contributing Members of the Corporation shall afford an opportunity on that form to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted upon by such written ballot, and shall provide, subject to reasonably specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

(ii) In any election of Directors, any form of written ballot in which the Directors to be voted upon are named therein as candidates and which is marked by a Contributing Member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

(iii) Failure to comply with this section shall not invalidate any action taken by the Corporation, but may be the basis for challenging any written ballot.

4.23 Proxies

Each voting Member entitled to vote at a meeting of Members, or to express consent or dissent to corporate action in writing without a meeting may authorize, by a written proxy, another person(s) to act for that voting Member. A proxy shall be deemed signed if the Member's name is placed on the proxy by the Member or the Member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission or otherwise. No proxy shall be voted or acted upon more than one year from its date, unless the proxy provides for a longer period.

No proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless provided otherwise in the proxy, except that a maximum term of a proxy shall be three years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Nonprofit Corporation Law section 7613. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until:

(a) it is revoked by the Member executing it before the vote is cast under that proxy, (i) by a writing delivered to the Corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that Member and presented to the meeting, or (iii) as to any meeting, by the Member's personal attendance and voting at the meeting; or

(b) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under the proxy is taken.

Any revocable proxy covering matters for which a vote of the Members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments to the Articles of Incorporation or bylaws changing proxy rights; removal of Directors without cause; filling vacancies on the Board; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the Corporation; contracts or transactions between the Corporation and one or more Directors or between the Corporation and an entity in which a Director has a material financial interest; or a plan of distribution of assets other than money to Members when the Corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

4.24 Inspectors of Election

(i) In advance of any meeting of Contributing Members, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof (the

“**Inspectors**”). If Inspectors are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairperson of any meeting of Members may, and on the request of any Contributing Member shall, appoint Inspectors (or persons to replace those who failed or refused to act) at the meeting. The number of Inspectors shall be either one or three. If appointed at a meeting on the request of one or more Contributing Members, the majority of Contributing Members represented shall determine whether one or three Inspectors are to be appointed.

(ii) The Inspectors shall determine the number of Memberships outstanding and the voting power of each, the number represented at the meeting and the existence of a quorum. The Inspectors shall also receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the results and do such other acts as may be required to conduct the election or vote with fairness to all Contributing Members.

(iii) The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three Inspectors, the decision, act or certificate of a majority is as effective in all respects as the decision, act or certificate of all. Any report or certificate made by the Inspectors is prima facie evidence of the facts stated therein.

4.25 Order of Business

The order of business at all meetings of Members shall be as determined by the presiding officer, but the order of business to be followed at any meeting at which a quorum is present may be changed by a vote of the Contributing Members.

ARTICLE V. BOARD OF DIRECTORS

5.1 General and Specific Powers

(i) Subject to the provisions and limitations of the Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the members, the Corporation’s affairs and activities shall be managed, directed and controlled by and its power exercised by or under the discretion of the Board. Directors need not be residents of the State of California.

(ii) Without prejudice to the general powers set forth above, and in addition to other powers that may hereinafter be afforded to the Board, but subject to the same limitations, the Board shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
2. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of Members.
3. Borrow money and incur indebtedness on the Corporation's behalf 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.
4. Adopt and use a corporate seal, and alter the form of the seal.

5.2 Number, Tenure and Qualifications

(i) The number of Directors shall be not less than four (4) nor more than nine (9); and the exact number of Directors shall initially be seven (7). The number of Directors may be changed by an amendment duly adopted by the Board and the Contributing Members. A reduction in the authorized number of Directors shall not remove any Director prior to the expiration of such Director's term of office. Each Director shall hold office for a term of one year and until his or her successor is elected and duly qualified.

(ii) The Directors shall be designated or elected annually at each annual meeting of Contributing Members by written ballot, or in some other manner authorized by the Nonprofit Corporation Law.

(iii) Each Director shall serve for one (1) year or until such Director's successor is elected and qualified, or the Contributing Members declare such Director's position to be vacant, or until the death, resignation or removal of the Director.

(iv) Each of the Directors must be either a senior member of the management of a Contributing Member or a person who is not a senior member of the management of a Contributing Member but whose presence on the Board would be beneficial to the Corporation.

(v) Each Director shall designate an alternate director (the "**Alternate Director**") who shall be from the same corporate entity or Control Group. Alternate

Directors shall be entitled to attend all Regular and Special Meetings of the Board and shall be entitled to vote at any such meeting if the designating Director is not present. All references herein to Directors shall include Alternate Directors, as appropriate. The Alternate Director shall replace the designating Director in all instances where the designating director is absent.

5.3 Election of Directors

Initial Directors of the Corporation shall be elected by the sole incorporator of the Corporation (the “**Incorporator**”). Thereafter, Directors shall be elected to serve on the Board by the majority vote of the Contributing Members; provided, however, that the nominees from which the Directors may be chosen shall be determined in accordance with section 5.4 of these bylaws.

5.4 Nomination and Election Procedures

(i) The Board, or if no quorum of the Board exists the person or persons calling the meeting, shall establish reasonable nomination and election procedures given the nature, size, and operations of the Corporation including a reasonable means of nominating a person for election as a Director, a reasonable opportunity for a nominee to communicate to the Contributing Members the nominee’s qualifications and the reasons for the nominee’s candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all Contributing Members to choose among the nominees. If at any time the Corporation has more than five hundred (500) Contributing Members, the Corporation shall comply with the applicable provisions of sections 7521 through 7524 of the Nonprofit Corporation Law.

(ii) Upon written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the Corporation shall within ten (10) business days after such request (provided payment has been made) mail to all Contributing Members, or such portion of them as the nominee may reasonably specify, any material which the nominee may furnish and which is reasonably related to the election; or, in the alternative, and at the option of the Corporation, the Corporation shall within five (5) business days after the request allow the nominee the right to inspect and/or obtain a copy of the record of all Members’ names, addresses and voting rights as provided by section 8330 of the Nonprofit Corporation Law.

5.5 Resignation

Any Director may resign at any time by giving written notice of such resignation to the Chairperson of the Board, the Vice Chairperson, or the Secretary of the Board of the Corporation. Such resignation shall take effect at the time specified in the

notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Corporation, the Corporation must accept the effective date specified. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

5.6 Organization and Other Regular Meetings

(i) Immediately after each annual meeting of the Members, the Contributing Members shall hold a regular meeting for the purpose of organization, the election of the Board of Directors and the transaction of other business (the “**Organization Meeting**”). No notice of such meeting need be given.

(ii) In addition to the Organization Meeting, the Board shall have a minimum of three (3) regular meetings (the “**Regular Meetings**”). The Board shall elect the Officers of the Corporation at the first of these Regular Meetings. The Board may provide by resolution the time and place for the holding of Regular Meetings of the Board; provided, however, that if the date so designated falls upon a legal holiday, then the meeting shall be held at the same time and place on the next succeeding day which is not a legal holiday. No notice of such Regular Meetings of the Board need be given.

5.7 Special Meetings

Special meetings of the Board of Directors may be called for any reason by or at the request of the Chairperson of the Board, the Vice Chairperson, or any two Directors (the “**Special Meetings**”). The person or persons authorized to call Special Meetings of the Board may fix any place, either within or without the State of California, as a place for holding any Special Meeting of the Board called by them.

5.8 Telephonic/Web cast Meetings

Members of the Board may participate in a Regular or Special Meeting through the use of conference telephone, web cast or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this section 5.8 constitutes presence in person at such meeting.

5.9 Notice of Special Meetings

Notice of the time and place of Special Meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director’s office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic

means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronically shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

5.10 Quorum

A majority of the authorized number of Directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the Nonprofit Corporation Law, including, without limitation, the provisions on (a) approval of contracts or transactions between this Corporation and one or more Directors or between this Corporation and any entity in which a Director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of Directors. In the absence of a quorum at any meeting of the Board, a majority of the Directors present may adjourn the meeting as provided in section 5.12 of these bylaws. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5.11 Waiver of Notice

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her. Neither the business to be transacted at, nor the purpose of, any Regular or Special meeting of the Directors, or of a committee of Directors, need be specified in any such waiver, consent or approval.

5.12 Adjournment

(i) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(ii) Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

5.13 Manner of Acting

The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number of Directors is required by law or by these bylaws.

5.14 Vacancies

1. Vacancy Occurrence

A vacancy on the Board shall occur in the event of (a) the death or resignation of any Director, unless an Alternate Director has already been named by the deceased or resigning Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the Nonprofit Corporation Law section 7238, unless an Alternate Director is already in place; (c) the vote of the Members or, if the Corporation has fewer than fifty (50) Members, the vote of a majority of all Members, to remove any Director; (d) an increase in the authorized number of Directors; or (e) a failure by Members at any meeting of the Members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at that meeting..

2. Filling Vacancies

Any vacancy occurring on the Board, which is not remedied by the existence of a suitable Alternate Director, and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board, or by a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

The Contributing Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.

5.15 Fees and Compensation

Directors shall not receive any stated salary for their services as Directors, but, by resolution of the Board, a fixed fee may be allowed for attendance at each meeting. Directors may be reimbursed in such amounts as may be determined from time to time by the Board for expenses paid while acting on behalf of the Corporation and/or expenses incurred in attending meetings of the Board. Nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity as an Officer, agent, employee, or otherwise, and receiving compensation therefore.

5.16 Action by the Board of Directors without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an “Interested Director” as defined in Nonprofit Corporation Law section 5233 shall not be required for approval of that transaction. The written consent or consents shall be filed with the minutes of the proceedings of the Board and the action taken shall have the same force and effect as any other validly approved action by the Board.

5.17 Liability of Directors

Except as provided in section 5233 of the Nonprofit Corporation Law, a person who performs the duties of a Director in accordance with section 5231(a) and (b) of the Nonprofit Corporation Law shall have no liability based on any alleged failure to discharge that person’s obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

ARTICLE VI. COMMITTEES

6.1 Executive Committee

The Board may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create an executive committee, consisting of two or more Directors (the “**Executive Committee**”). The Board may designate one or more Directors as alternate members of such committee, who may replace any absent member of any meeting of the committee. The Executive Committee, subject to any limitations

imposed by the Nonprofit Corporation Law, or imposed by the Articles of Incorporation, by these bylaws, and/or by the Board, shall have and may exercise all of the powers of the Board which are delegated to the Executive Committee from time to time by the Board; provided, however, that the Executive Committee shall have no authority with respect to:

- (i) The approval of any action which also requires approval of the Contributing Members.
- (ii) The filling of vacancies on the Board or on any committee thereof.
- (iii) The fixing of compensation of the Directors for serving on the Board or on any committee thereof.
- (iv) The adoption, amendment or repeal of these bylaws.
- (v) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (vi) The appointment of committees of the Board or the members thereof.
- (vii) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (viii) The approval of any self-dealing transaction within the meaning of section 5233 of the Nonprofit Corporation Law (except as otherwise permitted by subdivision (d)(3) thereof).

6.2 Other Director Committees

The Board may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create such other committees of Directors, each consisting of two (2) or more Directors appointed by the Board, as it may from time to time deem advisable to perform such general or special duties as may from time to time be delegated to any such committee by the Board, subject to the limitations contained in the Nonprofit Corporation Law, or imposed by the Articles of Incorporation or by these bylaws (including, but not limited to, section 6.1 of these bylaws). The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee.

6.3 Other Committees

The Board or the Chairperson may appoint committees composed of non-Directors or of Directors and non-Directors, as the Board or the Chairperson deems advisable, to perform such general or special duties pertaining to the Corporation's management, activities or affairs, 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, and provided further that the committees appointed pursuant to this section 6.3 shall not have the authority of the Board.

6.4 Meetings and Action of Committees

Except as otherwise provided in these bylaws or by resolution of the Board, each committee shall adopt its own rules governing: (i) the time and place for the holding of and the method of calling its meetings and (ii) the conduct of its proceedings, and shall meet as provided by such rules. In addition, it shall meet at the request of any member of the committee. Unless otherwise provided by such rules or by resolution of the Board, committee meetings shall be governed by the relevant subsections under section 5 of these bylaws.

6.5 Term of Office

Each committee member shall serve at the pleasure of the Board; provided, however, that no committee member, who is also a Director, shall remain in such position once such committee member's term as a Director is terminated, or otherwise concluded

6.6 Quorum

Unless otherwise provided by resolution of the Board designating the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII. OFFICERS

7.1 Officers

The Officers of this Corporation shall be a Chairperson, a President, A Vice President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board, an Assistant Secretary and any other officers as may be appointed in accordance with the provisions of section 7.3 below. The Chairperson, President, Vice

President, Treasurer and Secretary must be elected by the Board. One person may hold more than one office.

7.2 Election and Term of Office

The Officers of the Corporation shall be chosen by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment. Each Officer shall hold office until such Officer's successor is chosen and qualifies, unless a different term is specified in the vote choosing or electing such Officer, or until such Officer's earlier death, resignation, or removal. Any officer elected by the Board may be removed at any time by the affirmative vote of a majority of the Board or a committee duly authorized to do so. Any vacancy occurring in any office of the Corporation may be filled by the Board, at its discretion, through election at a meeting held for that purpose, at any other meeting, or by written consent. Any Officer may resign by delivering a written resignation to the Corporation at its principal place of business or to the Chairperson or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

7.3 Appointment of Other Officers

The Board may appoint and authorize the Chairperson of the Board, the President, Vice President or another Officer to appoint any other Officers that the Corporation may require. Each appointed Officer shall hold office for such period, have such authority and perform such duties as are provided in these bylaws or as the Board may from time to time determine.

7.4 Removal

Without prejudice to the rights of any Officer with any contract rights, any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Any Officer who was not chosen by the Board may be removed by any other Officer on whom the Board confers the power of removal.

7.5 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board for the unexpired term.

7.6 President

The President is the general manager of the Corporation. The President shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the Corporation and of its Officers, employees and agents, including the right to employ, discharge, and prescribe the duties and compensation of all Officers, employees and agents of the Corporation, except where such matters are prescribed in the bylaws or by the Board. The President shall preside at all meetings of the voting Members and of the Board. The President is authorized to sign all contracts, notes, conveyances and other papers, documents, and instruments in writing in the name of the Corporation excepts where the signing is expressly delegated by the Board to some other Officer, employee or agent.

7.7 Vice President

In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board or these bylaws.

7.8 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse all funds of the Corporation as may be ordered by the Board, shall render to the Chairperson and Directors, whenever they request it, an account of all of the Treasurer's transactions, as Treasurer, and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or by these bylaws.

7.9 Secretary

(i) The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board, committees of the Board, and Members. Such minutes shall include all waivers of notice, consents to the holding of meetings, or approvals of the minutes of meetings executed pursuant to these bylaws or the Nonprofit Corporation Law. The Secretary shall keep, or cause to be kept, at the principal office the Membership Book.

(ii) The Secretary shall give or cause to be given, notice of all meetings of the Members and of the Board required to be given by these bylaws or by law, and shall cause the seal of the Corporation to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or these bylaws.

7.10 Compensation

The compensation, if any, of the Officers shall be fixed from time to time by the Board, and no Officer shall be prevented from receiving such compensation by reason of the fact that the officer is also a Director of the Corporation.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.1 Contracts

The Board may authorize any Officer or agent of the Corporation, in addition to Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.2 Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or agent of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and may be countersigned by the Chairperson of the Corporation.

8.3 Deposits

All funds of this Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

8.4 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE IX.
BOOKS AND RECORDS**

9.1 Maintenance of Corporate Records

The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its Members, Board and committees of the Board; and
- (c) A record of each Member's name, address and class of Membership in the Membership Book, in accordance with section 4.14 above.

9.2 Inspection Rights

1. Member Inspection Rights:

(a) **Membership Records.** Unless the Corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member:

(i) Inspect and copy the records containing Members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

(ii) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the Member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten business days after receiving a demand under this section, make a written offer of an alternative method of reasonable and timely

achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this section, it may deny the Member access to the membership list.

Any inspection and copying under this section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

(b) Accounting Records and Minutes. On written demand from the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a member. Any such inspection and copying may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

(c) Maintenance and Inspection of Bylaws. This Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and bylaws, as amended to the current date, which shall be open to inspection by the Members at all reasonable times during office hours. If the Corporation has no business office in California, the Secretary shall, on the written request of any Member, furnish to that Member a copy of the Articles of Incorporation and bylaws, as amended to the current date.

2. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

9.3 Annual Report

The Board shall cause an annual report to be prepared within one hundred and twenty (120) days after the close of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

(i) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;

(ii) A statement of the place where the names and addresses of current members are located; and

(iii) Any information required by section 9.4 and Article X of these bylaws.

This Corporation shall annually notify each Member of the Member's right to receive a copy of the financial report under this section. Except as provided in the next paragraph of this bylaw, on written request by a Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Member.

This section shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

9.4 Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all Members, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to its Members and furnish to its Directors a statement of transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

(a) Unless approved by Members under the Nonprofit Corporation Law section 7233(a), any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common Directorship is not a material financial interest):

1. Any Director or Officer of the Corporation, its parent, or its subsidiary;
2. Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation under Articles X, XI and XIII of these bylaws, unless the loan, guaranty, indemnification, or advance has already been approved by the Members under the Nonprofit Corporation Law section 5034, or the loan or guaranty is not subject to the Nonprofit Corporation Law section 7235(a).

ARTICLE X. CONTRACTS WITH DIRECTORS AND OFFICERS

No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (a) the material facts as to the transaction and such Director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon; or (b) the material facts regarding such Director's financial interest in such contract or transaction or regarding such common Directorship, Officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration, and the transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Director.

**ARTICLE XI.
LOANS TO DIRECTORS AND OFFICERS**

This Corporation shall not lend any money or property to, or guarantee the obligation of, any Director or Officer of the Corporation or of its parent, affiliate or subsidiary unless (a) the Board decides that the loan or guaranty may reasonably be expected to benefit the Corporation, and (b) before consummating the transaction or any part of it, the loan or guaranty is approved by either a majority of the Members, without counting the vote of the Director or Officer, if also a Member, or the vote of a majority of the Directors then in office, without counting the vote of the Director who is to receive the loan or guaranty. Notwithstanding the foregoing, this Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses by the Corporation.

**ARTICLE XII.
FISCAL YEAR AND CORPORATE SEAL**

12.1 Fiscal Year

The Corporation's fiscal year shall be determined by resolution of the Board of the Corporation at a meeting duly noticed and held in accordance with these bylaws.

12.2 Corporate Seal

The Board may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year and state of incorporation.

**ARTICLE XIII.
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in section 7237(a) of the Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in section 7237(a) of the Code.

On written request to the Board by any person seeking indemnification under the Nonprofit Corporation Law section 7237(b) or section 7237(c), the Board shall promptly

decide under the Nonprofit Corporation Law section 7237(e) whether the applicable standard of conduct set forth in the Nonprofit Corporation Law section 7237(b) or section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article XIII of these bylaws in defending any proceeding covered by that Article shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE XIV. INSURANCE

This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors and other agents, to cover any liability asserted against or incurred by any Officer, Director or agent in such capacity or arising from the Officer's, Director's or agent's status as such.

ARTICLE XV. AMENDMENTS TO BYLAWS

15.1 Power of Contributing Members

(i) These bylaws may be adopted, amended or repealed by the affirmative vote of a majority of the Contributing Members represented and voting at a duly held meeting at which a quorum is present (which affirmative vote also constitutes a majority of the required quorum) or a written ballot in conformity with section 4.22 of these bylaws, except as otherwise provided by law or by the Articles of Incorporation.

(ii) These bylaws may be altered, amended or repealed without a meeting of the Contributing Members provided the Secretary mails a written ballot setting forth the proposed revision to each Member in the manner set forth in sections 4.19 and 4.20 of these bylaws. Such ballot must provide at least thirty (30) days for the

Contributing Members to respond. The proposed revision shall be adopted if the number of ballots cast and the number of ballots for approval satisfy the criteria set forth in sections 4.19 and 4.20 of these bylaws.

15.2 Power of Directors

(i) Except as otherwise provided in the Nonprofit Corporation Law or the Articles of Incorporation, and subject to the right of the Contributing Members as provided in section 15.1 of these bylaws, bylaw provisions, other than a bylaw provision or amendment thereof specifying or changing the authorized number of a fixed Board, or the minimum or maximum number of a variable Board, or changing from a fixed to a variable Board or vice versa, may be adopted, amended or repealed by the approval of the Board.

(ii) Any modifications to the bylaws enacted by the Board may be amended or set aside by the Contributing Members, and the Board shall not have any power to reenact modifications to the bylaws where such modifications have been amended or set aside by the Contributing Members.

ARTICLE XVI. AMENDMENT OF ARTICLES OF INCORPORATION

16.1 Amendment of Articles before Admission of Members

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

16.2 Amendment of Articles after Admission of Members

After Members have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board and by the approval of the Contributing Members of the Corporation.

16.3 Certain Amendments.

Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by Domestic Non-Profit Corporation" pursuant to section 8210 of the Nonprofit Corporation Law.

**ARTICLE XVII.
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

The Corporation's assets are irrevocably dedicated to the Corporation's purposes. No Member, Director, Officer or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prohibit payment to any such person of reasonable compensation for services performed for the Corporation in effect of any of its public or charitable purposes, provided further that such compensation is otherwise permitted by these bylaws and fixed by resolution of the Board. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All Members, if any, of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

**ARTICLE XVIII.
CONSTRUCTION**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of The SPIRIT Consortium, a California nonprofit mutual benefit corporation, and that the foregoing bylaws, consisting of 34 pages, constitute the bylaws of this Corporation as duly adopted by the Incorporator of the Corporation on March 30, 2006, which adoption was ratified by the Board of Directors of the Corporation on May 1, 2006, and that these bylaws have not been amended or modified since that date.

Executed on July 27, 2006 at San Francisco, California.

Lynn A Horobin, Secretary

BYLAWS OF THE SPIRIT CONSORTIUM

INDEX

	Page
ARTICLE I. NAME	2
ARTICLE II. OFFICES.....	2
ARTICLE III. PURPOSES; LIMITATIONS	2
ARTICLE IV. MEMBERS	3
4.1 Classes of Memberships.....	3
4.2 Control Group	3
4.3 Conditions of Contributing Membership	3
4.4 Privileges of Contributing Membership.....	4
4.5 Conditions of Reviewing Membership	4
4.6 Privileges of Reviewing Membership.....	4
4.7 Conditions of Associate Membership	5
4.8 Privileges of Associate Membership.....	5
4.9 Other Classes of Members	5
4.10 Deprivation or Suspension of Membership.....	5
4.11 Resignation by Member, Assignment of Membership	7
4.12 Membership Period and Payment of Dues.....	7
4.13 Changes in Membership Class	8
4.14 Membership Book	8
4.15 Place and Hour of Member Meetings	8
4.16 Annual Meetings	8
4.17 Special Meetings	9
4.18 Notice of Meetings or Reports	9
4.19 Adjournment of Meetings	10
4.20 Voting.....	11
4.21 Action without Meeting	11
4.22 Form of Written Ballot.....	12
4.23 Proxies	13
4.24 Inspectors of Election.....	13
4.25 Order of Business	14
ARTICLE V. BOARD OF DIRECTORS.....	14
5.1 General and Specific Powers.....	14
5.2 Number, Tenure and Qualifications.....	15

BYLAWS OF THE SPIRIT CONSORTIUM
INDEX
(continued)

	Page
5.3 Election of Directors	16
5.4 Nomination and Election Procedures.....	16
5.5 Resignation.....	16
5.6 Organization and Other Regular Meetings	17
5.7 Special Meetings	17
5.8 Telephonic Meetings.....	17
5.9 Notice of Special Meetings	17
5.10 Quorum.....	18
5.11 Waiver of Notice	18
5.12 Adjournment.....	19
5.13 Manner of Acting	19
5.14 Vacancies.....	19
5.15 Fees and Compensation.....	20
5.16 Action by the Board of Directors without a Meeting.....	20
5.17 Liability of Directors.....	20
 ARTICLE VI. COMMITTEES.....	 20
6.1 Executive Committee	20
6.2 Other Director Committees	21
6.3 Other Committees.....	22
6.4 Meetings and Action of Committees.....	22
6.5 Term of Office.....	22
6.6 Quorum.....	22
 ARTICLE VII. OFFICERS.....	 22
7.1 Officers	22
7.2 Election and Term of Office.....	23
7.3 Appointment of Other Officers	23
7.4 Removal.....	23
7.5 Vacancies.....	23
7.6 President.....	Error! Bookmark not defined.
7.7 Vice President.....	24
7.8 Treasurer.....	24
7.9 Secretary	24
7.10 Compensation.....	25
 ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.....	 25
8.1 Contracts.....	25

