

**Bylaws of:
The Society for the Promotion of Japanese Animation**

As Ratified by the Board of Directors on Monday, July 7, 2008.

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Article I. NAME AND OFFICES

Section 1.01 Name

The name of the corporation is the “Society for the Promotion of Japanese Animation” (SPJA), herein referred to as “the Corporation.”

Section 1.02 Principal Office

The principal office of the corporation for the transaction of its business is located at 1733 South Douglas Road Suite F/G, Anaheim, California 92806.

Section 1.03 Change of Address

The address of the principal office may be changed only by amendment of these Bylaws and not otherwise.

Section 1.04 Other Offices

The corporation may also have offices at such other places, within or outside 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, designate.

Article II. CORPORATE PURPOSE

Section 2.01 Objectives and Purposes

The primary objectives and purposes of this Corporation shall be:

- (i) The promotion of anime and manga as well as arts that influence or are influenced by them;
- (ii) To provide common forums for anime and manga enthusiasts to interact;
- (iii) To foster the trade, commerce, and interests of all members of the anime and manga industry and fandom;
- (iv) To collect and disseminate information of value related to anime and manga between the industry and the public;
- (v) To perform such other activities that may be necessary or incidental to the above purposes;
- (vi) The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

Article III. MEMBERSHIP

Section 3.01 Eligibility and Number

The corporation shall have only one (1) class of members. No member shall hold more than one (1) membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

The voting members of this corporation (referred to in these Bylaws as “members”) shall be solely those persons who are:

- (a) Accepted as members by the Membership Committee; and
- (b) Who have served under the SPJA, or any subsidiaries of the SPJA, as follows:
 - (i) The then-current SPJA Board members; or
 - (ii) Non-paid volunteer staff managers, including assistant managers who have:
 - 1) Served not less than twelve (12) consecutive months in good standing, and;
 - 2) Been an active staff member within the last year; or
 - (iii) Volunteer staff who have:
 - 1) Served not less than five (5) consecutive years in good standing, and;
 - 2) Been an active staff member within the last year.
- (iv) There is no limitation to the number of members in the Corporation.

Section 3.02 Registration and Membership Period

- (a) In order to register as a member of the Corporation, eligible persons must qualify for membership as set forth in Article 3.01 above, and must submit a formal application for membership to the Membership Committee. The Membership Committee will create the application for membership and may impose reasonable additional procedural requirements for membership beyond those stated in Section 3.01 above.
- (b) The length and the period of membership will be determined by the Membership Committee.
- (c) By default, all Board members will be voting members during their terms of service/employment.
- (d) The process of registration and termination shall be determined by the Membership Committee.

Section 3.03 Voting

- (a) Only voting members in good standing are eligible to vote.
- (b) Each member may cast one (1) vote. Members may not vote by proxy.

- (c) Members have no other rights or powers in the Corporation except as specifically granted in this Article III of these Bylaws.

Section 3.04 Assessments

Members shall not be assessed dues or membership fees.

Section 3.05 Liability

The Corporation is organized under the General Non-Profit Corporation Law of the State of California, and the members are not personally liable for the debts, liabilities, or obligations of the Corporation. Creditors shall look only to the Corporation's assets for payment.

Section 3.06 Resignation/Termination

- (a) Any member may resign by submitting a written resignation to the Membership Committee.
- (b) Any person who does not re-register for their membership when his/her membership has expired is considered to have resigned from membership.
- (c) A member not in good standing, as defined by the Membership Committee, shall have their membership revoked.
- (d) Any member who has been expelled or suspended may be reinstated upon written request and an affirmative majority vote by the Membership Committee or Board of Directors. Reinstatement shall be in accordance with such terms, if any, which the committee or Board may deem appropriate.

Article IV. DIRECTORS

Section 4.01 Designation

The governing authority shall be known as the Board of Directors of the Society for the Promotion of Japanese Animation.

Section 4.02 Powers

- (a) The Board of Directors is primarily and fundamentally a policy-making body, as distinguished from that position of the agency charged with implementing and executing policy.
- (b) The Board of Directors shall employ a Chief Executive Officer, who shall be the general manager and fiscal agent responsible for the administration of the Corporation's program finances and personnel within the framework of the policies, principles, and practices established by the Board.
- (c) The Board of Directors, through the process of voting contained herein, has the following powers:

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- (i) Maintain oversight of personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales, employee grievances procedures, and equal opportunity practices;
- (ii) Adopt and periodically evaluate the corporate objectives of the SPJA;
- (iii) Adopt, oversee, and evaluate the:
 - 1) Financial management practices, including a system to assure accountability for corporate resources;
 - 2) Approval of the annual budget;
 - 3) Corporate financial priorities;
 - 4) Long-term financial planning.
- (iv) Insure that the Corporation is operated in compliance with applicable Federal, State and local laws and regulations.
- (v) Determine or change the location of the principal office of the Corporation; to establish subsidiary offices; and to adopt and use a corporate seal.
- (vi) Adopt other policies and procedures as deemed appropriate for the Corporation.

Section 4.03 Responsibilities and Duties

The Board of Directors have the following responsibilities:

- (i) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation or by these Bylaws;
- (ii) Meet at such times and places as required by these Bylaws;
- (iii) Determine policies in relation to the Corporation's needs;
- (iv) Bring to the attention of the Board of Directors any concerns regarding the Corporation's activities and, if necessary, act upon any such concerns;
- (v) Engage in Board-related training activities;
- (vi) Evaluate whether the Board of Directors is organized adequately to pursue its policies;
- (vii) Participate in direction and support of the Chief Executive Officer in carrying out policies;
- (viii) Help assure adequate financing and fiscal control, according to Generally Accepted Accounting Principles;
- (ix) Serve as members in good standing with the Corporation and meet all qualifications set by the Board.

Section 4.04 Composition of Board

- (a) The Board of Directors shall consist of no less than six (6), and no more than eleven (11) Directors.
- (b) Reasonable efforts shall be made in the selection of the Board to see that demographic diversity, such as race/ethnicity and gender, are represented.
- (c) The Board of Directors shall be elected by a majority vote of the Membership subject to the following procedure:

- (i) Individuals who desire to serve as Board Members who are not then-current Board Members may submit Board applications during an open Board meeting or to the Membership Committee on or before the dates designated each year by the Membership Committee;
 - (ii) Individuals who have timely submitted applications will be interviewed by an ad-hoc bipartisan committee that consist of two (2) members of the Membership Committee and two (2) members of the Governance Committee (the “Board Interview Committee”);
 - (iii) A majority vote by the ad-hoc Board Interview Committee will cause the applicant to be granted a whole Board interview. A minority vote by the Board Interview Committee will end the interview and Board election process for the applicable candidate;
 - (iv) An applicant receiving a whole Board interview will be timely interviewed by the entire then-current Board. A majority vote of the then-current Board (excluding votes by the nominee if the nominee is a then-current Board member) will cause the applicant to be granted an official Board nomination to be voted on by the members of the Corporation. Then-current Board Members will skip steps (i) – (iii) in this Section 4.04(c) and proceed immediately to the whole Board interview process set forth in this paragraph 4.04(c)(iv).
- (c) No Board member shall be any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as full- time or part-time employee, independent contractor.
 - (d) No Board member shall be any person with a close relative¹ being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as full-time or part-time employee, independent contractor.
 - (e) The Chief Executive Officer shall be an ex-officio non-voting member of the Board.
 - (f) The Chair of the Board of Directors will implement procedures for the appointment of the members of all committees and will appoint the Chairs of each committee, with exception to the Membership Committee.

Section 4.05 Selection and Term of Office

- (a) Members of the Board of Directors shall be elected for a two (2) year term. Notwithstanding the foregoing, in compliance with California Corporations Code Section 7220(b), Members of the Board present at the time of the establishment of this revision of the Bylaws may elect to complete their original term.
- (b) Elections shall be normally held at a specifically-designated general election meeting as determined by the Board.
- (c) The Board may conduct a special election to fill a Board seat other than at the specifically designated general election meeting.
- (d) Members of the Board elected through a special election shall only serve until the next specifically designated general election meeting.

¹ A close relative is considered to be: spouse, parent, child, brother, sister, grandparent, grandchild, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law.

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- (e) In the event the number of Board Directors drops below six (6), the Membership Committee may hold an emergency election of Board Directors to be conducted within ten (10) to thirty (30) days, as determined by the Membership Committee.
- (f) Directors may serve for a maximum of three (3) consecutive terms as a Director.
- (g) A period of one (1) year shall pass before a Director who has served three (3) consecutive terms may be re-elected.

Section 4.06 Vacancies

Any vacancies on the Board of Directors shall be filled with an election by the Membership in compliance with the procedures set forth in Section 4.04 above.

Section 4.07 Meetings

- (a) An annual public meeting shall be held no later than September 30th of each year.
- (b) The Corporation shall hold an annual meeting for the purpose of Director elections and the transaction of other business.
- (c) Regular Meetings of the Board of Directors shall be convened no fewer than ten (10) times a year and at a time and place as may be designated by the Chair of the Board.
- (d) Special meetings may be called by:
 - (i) The Board Chair, or
 - (ii) Two members of the Board of Directors by giving at least three business days written and oral notice to all Board members, or
 - (iii) A consensus of two-thirds (2/3) of the membership of the Board.
- (e) Quorum Requirements for Meetings
 - (i) A “quorum” is required in order to transact Board business.
 - (ii) A quorum shall be constituted as a majority of the voting members of the Board of Directors.
 - (iii) If a quorum is not present, members may engage in informal discussion of issues, however they may not take action or otherwise exercise the authority of the Board.
- (f) A majority of the voting Board members present, whether or not a quorum is present, may adjourn any meeting of the Board of Directors.
- (g) Voting:
 - (i) All official actions of the Board must be taken by a roll-call or other vote as determined by the Chair.
 - (ii) The vote of each Board member must be recorded for each action taken, with the exception of housekeeping matters as specified by the Governance Committee.
 - (iii) In deciding issues before the Board of Directors, each Board member shall have one (1) vote.

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- (iv) An absent member shall not be permitted to vote by proxy.
- (v) In order for a motion to be passed, a majority of the Directors present at a meeting duly held at which a quorum is present, must concur in the result, in compliance with California Corporations Code Section 7211.
- (h) The Board of Directors shall maintain a book of minutes of all of its proceedings that presents an accurate record of what transpired at the meeting. This book or a reasonable copy shall be maintained at the principal corporate office.
- (i) The public minutes shall include, but not be limited to:
 - (i) All motions;
 - (ii) Action items;
 - (iii) Voting results;
 - (iv) Attendance.
- (j) Closed meeting minutes: the minutes of closed meetings shall be made available for public view, with proprietary or sensitive subject matter redacted² from the records. These minutes will be periodically reviewed and updated as such information becomes no longer sensitive or proprietary.

Section 4.08 Rights of Inspection

All documents as required by Federal, State and local laws shall be open to inspection upon written request. Such a request for inspection shall be honored within a reasonable time.

Section 4.09 Fees and Compensation

Members of the Board of Directors shall receive no compensation for their services. Reimbursement for reasonable expenses, incurred while conducting official business on behalf of the Corporation, shall be permissible subject to corporate policies and procedures.

Section 4.10 Resignation and Discipline of Directors

- (a) Any Board member may resign effective upon giving written notice to the Board Chair; if the resignation is effective at a future time, a successor may be designated before such time, to take office when the resignation becomes effective, in accordance with Section 4.06 of these Bylaws.
- (b) The Board upon a two-thirds (2/3) majority vote may censure or take other disciplinary action against any Director, up to and including expulsion.
- (c) The expulsion procedure must be carried out in a fair and reasonable manner and include the following steps:

² Redacted: removed due to the sensitive nature.

- (i) The whole Board must be given at least fourteen (14) days written and oral notice prior to the formal discussion of expulsion as an agenda item, during which time the Director in question may present a written defense.
 - (ii) During the formal discussion, the Director in question will have the opportunity to present a written and/or oral defense.
 - (iii) Subsequent to a formal discussion, the Director will have an additional period of time as designated by the Board, which must be at least five (5) days to provide additional evidence in support of the Director's defense.
 - (iv) At least two (2) days of deliberation must occur after the period in Section 4.10 (c)(iii) above, after which a vote may occur.
- (d) A Director may also be removed by a two-thirds (2/3) majority vote of the Membership in accordance with the policies and procedures as established by the Membership Committee not in conflict with the California Corporations Code and these Bylaws.

Article V. BOARD OFFICERS

Section 5.01 Board Officers

- (a) The officers of the Corporation shall be the Chair, Vice-Chair, Secretary, Treasurer, and such other officers as may be determined appropriate by the Board of Directors.
- (b) To be eligible for a position as a Board Officer, individuals must be a full voting Board Director in good standing.

Section 5.02 Election/Terms of Office

- (a) The officers of the Corporation shall be elected by a majority vote of the Board of Directors at the Annual Meeting or upon vacancy of an officer position. A slate of officers will be presented by the Governance Committee, and with the consent of the nominees.
- (b) The term of officer positions shall be a maximum of one (1) year; terms filled upon vacancy of an officer position shall end at the next annual meeting.

Section 5.03 Resignation/Removal of Officers

- (a) An officer may resign from his/her office upon written notification to the Board of Directors.
- (b) The Board of Directors can remove an officer with a two-thirds (2/3) majority vote.

Section 5.04 Vacancies

- (a) A vacancy in any office shall be filled in the manner prescribed in these Bylaws.

Section 5.05 Chair

- (a) The Chair shall:
 - (i) Preside over all regular meetings of the Board of Directors;
 - (ii) Stay advised of the general affairs of the Corporation;
 - (iii) Ensure that all orders, resolutions and policies are carried into effect;
 - (iv) Preside over any executive session;³
 - (v) At their option, serve as ex-officio member of all committees;
 - (vi) Have the usual powers and duties customarily vested in the office of Chair;
 - (vii) Perform other duties as may be assigned by the Board of Directors;
 - (viii) Appoint committee chairs, with exception to the Membership and Finance Committees.

Section 5.06 Vice-Chair

- (a) The Vice-Chair shall, in the absence of the Chair, perform the duties of the Chair, and when so acting, shall have all the powers and be subject to all the restrictions upon the Chair.

Section 5.07 Secretary

- (a) The Secretary shall:
 - (i) Attend all regular meetings of the Board of Directors.
 - (ii) Cause to be preserved in books of the Corporation accurate minutes of the proceedings of such meetings and committee meetings.
 - (iii) Shall cause to be preserved and make available upon request within a reasonable time frame:
 - 1) Up-to-date copies of Corporate Articles and Bylaws, and
 - 2) All Board Meeting minutes, subject to Section 4.7, and
 - 3) Corporate policies.
 - (iv) Give all notices required by Statute, By-Law or Resolution.

Section 5.08 Treasurer

- (a) The Treasurer shall have overall oversight of all financial matters of the Corporation, including, but not limited to, the following responsibilities:
 - (i) Accurate financial record-keeping;
 - (ii) Preparation and revision of budgets;
 - (iii) Financial policies and procedures;
 - (iv) Investment strategies;
 - (v) Financial reporting and internal controls.

³ An executive session is a meeting (or part of a meeting) of the board without staff present.

- (b) The Treasurer shall be the Chair of the Finance Committee.

Article VI. COMMITTEES

Section 6.01 General

- (a) The Board may designate committees and subcommittees, including work groups, task forces, and other panels to assist the Board in carrying out Board duties.
- (b) Committees of the Corporation shall include:
 - (i) The Standing Committees of the Board,
 - (ii) A Membership Committee,
 - (iii) Additional ad-hoc committees such as the Board of Directors deems appropriate to the Corporation's functioning.
- (c) It shall be the responsibility of the committees to expedite the work of the Board of Directors and make their findings and recommendations known to the Board of Directors for action. Minutes of committee meetings shall be kept and presented to the full Board of Directors at regular Board meetings.
- (d) Committees shall meet at such times and places as designated by their respective Chair and as often as necessary to accomplish their duties.
- (e) Committees shall consist of at least two Board Directors, except the Membership Committee.
- (f) With the exception of the Membership Committee, the Chair for each committee must be a voting member of the Board of Directors.
- (g) Persons other than Directors may be appointed as committee members when special skills or knowledge can be contributed.
- (h) With the exception of the Membership Committee, such non-Director committee members shall be nominated by the respective committees and be approved by the Board of Directors.
- (i) Quorum shall consist of greater than fifty percent (50%) of the voting members of the committee.

Section 6.02 Standing Committees

- (a) Standing Committees of the Board shall include:
 - (i) A Finance Committee,
 - (ii) A Governance Committee, and
 - (iii) An Audit Committee.

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- (b) Standing Committees shall recommend to the Board policies for their respective areas of concern which will improve the operations of the SPJA and/or its subsidiaries.
- (c) Notwithstanding Section 6.06 (b)(vi) of these Bylaws, the Chief Executive Officer shall serve as a non-voting ex-officio member of all Standing Committees.
- (d) In all Standing Committees, at no time shall the number of appointed, non-Director committee members exceed fifty percent (50%) of the total number of committee members.

Section 6.03 Finance Committee

- (a) The responsibility of the Finance Committee is the overall direction of the finances of the Corporation.
- (b) Shall meet on a monthly basis.
- (c) The Chair of this committee shall cause to be reported the fiscal status of the Corporation to the Board of Directors on a monthly basis.
- (d) Specific duties of the Finance Committee include:
 - (i) Oversight of the development of an annual budget and appropriate revisions for Board action including but not limited to the review, reporting, and clarification of the budget;
 - (ii) Recommendations with regards to allocation of funds and preparation of financial reports;
 - (iii) Other financial matters as deemed appropriate by the Board.

Section 6.04 Audit Committee

- (a) The Audit Committee is responsible for ensuring that the Corporation establishes and maintains Audit policies and procedures.
- (b) The Audit Committee shall meet, at a minimum, on a quarterly basis, and as needed:
 - (i) Shall formulate, enact, and oversee the administration of audit policies to include:
 - 1) Internal controls;
 - 2) Whistleblower protections;
 - 3) Conflicts of interest;
 - 4) Non-disclosure.
 - (ii) Shall ensure fiscal auditors are solicited and recommended to the Board periodically.
 - (iii) Review and draft the annual audit and address issues identified by the auditors with management staff. The Committee will work with the auditors to present and recommend approval of a final audit to the full Board of Directors.
- (c) Upon formal request confirmed by a two-thirds (2/3) vote of the whole Membership Committee, form an ad-hoc subcommittee to investigate any reasonable concern of the Membership.

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- (i) This ad-hoc subcommittee shall consist of an equal number of Audit Committee-selected and Membership Committee-selected members. The Audit Committee Chair and Membership Committee Chair shall each designate one person to serve as Co-Chairs of this committee.
- (ii) The subcommittee shall operate in accordance with the established policies and procedures of, and have all investigative powers of the Audit Committee.
- (iii) The subcommittee shall make regular reports to both the Audit and Membership Committees on its progress, and present its findings and recommendations to the full Board and Membership.

Section 6.05 Governance Committees

- (a) The Governance Committee shall meet, at a minimum, on a quarterly basis.
- (b) The Governance Committee shall formulate, enact, and oversee the administration of governance matters, including but not limited to:
 - (i) The development and maintenance of the Corporate Mission Statement, Bylaws, Duty Statements, Statement of Transparency, Strategic Plans, and Position Descriptions;
 - (ii) The policies regarding the selection, qualification, and duties of the Members of the Board in adherence to the guidelines as specified in these Bylaws;
 - (iii) Develop, recommend, and oversee the Corporate Governance Policy;
 - (iv) Recommend to the Board a code of business conduct and ethics applicable to Agents, Employees, Officers, and Directors of the Corporation;
 - (v) Oversee the annual performance evaluations of the Board Directors;
 - (vi) Oversee the annual performance evaluation of the Chief Executive Officer;
 - (vii) Submit nominations for any Board vacancies to be considered by the Board;
 - (viii) Oversee the orientation of new Directors.

Section 6.06 Membership Committee

- (a) The Membership Committee is the regulatory body that will be responsible for the admittance, approval, and maintenance of all membership applications and records.
- (b) Membership Committee Formation
 - (i) For the purposes of the creation and establishment of this committee, the Board of Directors will appoint the initial Membership Committee.⁴
 - (ii) The Membership Committee will have a minimum of five (5) and a maximum of nine (9) seats that may be filled through the process of nomination or application.
 - (iii) The approval process of such nominations will be voted upon by all members of the corporation.
 - (iv) A Committee Chair will be elected by the members of the Membership Committee through a majority vote.

⁴ This may be removed after the successful formation of the Membership Committee.

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- (v) The Board Chair shall appoint a Board Director as a non-voting ex-officio member of the Membership Committee to serve as a liaison to the Board of Directors.
 - (vi) The Chief Executive Officer is barred from being a member of the Membership Committee.
 - (vii) The term limitations of the members of the Membership Committee shall be the same as for members of the Board of Directors, as specified in Section 4.05.
- (c) The Membership Committee has powers and responsibilities as specified below:
- (i) The development and maintenance of membership policies and procedures that adhere to the Corporation's Bylaws.
 - (ii) The maintenance of all membership-related documents and records, including but not limited to:
 - 1) A list of the membership;
 - 2) Applications;
 - 3) Voting records;
 - 4) Resignations / Terminations;
 - 5) Any other membership related documents;
 - (iii) The Membership Committee shall maintain membership records at the principal office of the Corporation.
- (d) Notification
- (i) The Membership Committee is responsible for the notification of the membership in any official matter, such as an election, call-to-vote, or special meeting.
 - (ii) All members shall receive notification of elections at least thirty (30) days prior to the voting deadline. The notification shall include the names of all declared candidates.
 - (iii) Notification will be sent to all members as recorded as their preferred method of contact, and through the corporate website.
- (e) For any special meetings, the agenda must be delivered as a part of the notification process.
- (f) The Membership Committee shall develop and administer the nomination, election and removal processes of Directors not in conflict with the California Corporations Code or these Bylaws.
- (g) The Membership Committee is responsible for presenting nominees any Board Director or Membership Committee vacancies.
- (h) As of January 1, 2009, the Membership Committee will have at least one (1) annual meeting of the Membership to conduct committee business and to hold elections. This annual meeting is to occur no later than September 30th.
- (i) Special meetings or elections
- (i) A special meeting or election may be called by:
 - 1) The Chair of the Membership Committee, or
 - 2) A simple majority of the Membership Committee, or
 - 3) A petition signed by twenty percent of the voting members.

- (ii) The special meeting or election will take place within fifteen (15) days.

Article VII. OTHER PROVISIONS

Section 7.01 Endorsement of Documents and Contracts

- (a) Pursuant to the Current Financial Policy, all contracts, notes, or other agreements shall be approved by the Board of Directors. These documents shall be signed by the Chair of the Board, unless that responsibility is delegated by majority vote of the Board of Directors.
- (b) No Director, Corporation Officer, employee or agent of the Corporation shall have any power or authority to bind the Corporation in any contract without the full knowledge and consent through an approved motion of the Board of Directors.

Section 7.02 Limitation on Delegation of Authority in Expenditures

- (a) In the absence of specific Board resolution to the contrary, the Board of Directors shall maintain sole and exclusive power to authorize expenditures for any item over the value specified in the Current Financial Policies.

Section 7.03 Amendments to Bylaws

- (a) These Bylaws may be amended or repealed and any new Bylaws adopted by a vote of a two-thirds (2/3) majority of the members of the Board of Directors. Furthermore, any amendments or changes in the Bylaws shall be governed by and be in accordance with Federal, State and local laws as well as the General Provisions of the California Nonprofit Corporation Law, as well as with contractual obligations to funding agencies.

Section 7.04 Provision for Dissolution

- (a) Dissolution of the corporation may be accomplished as provided by the laws governing the Federal, State and local laws as well as the California Nonprofit Corporation Law, as limited by the Articles of Incorporation.

Section 7.05 Fiscal Year

- (a) The Fiscal Year of the Corporation shall begin on January First (1st).

Section 7.06 Indemnification

- (a) To the fullest extent permitted by law, corporation shall indemnify its current and former Directors, officers, agents, employees, and other persons allowed by law against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them if such actions were taken in good faith and all other conditions of California Corporations Code § 7237, and other applicable laws and statutes, are satisfied to the satisfaction of the Board.

Section 7.07 Insurance

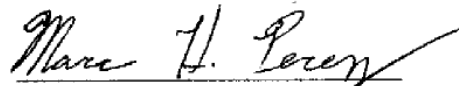
- (a) To the fullest extent allowed by law, this corporation may purchase and maintain insurance on behalf of itself and its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by the same.

Article VIII. Binding and Execution

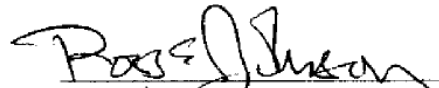
This agreement is binding upon the Corporation and its Directors, officers, employees, partners, and agents. This agreement is effective as of the later date of execution and will continue indefinitely, unless amended upon.

IN WITNESS WHEREOF, the parties by their authorized representatives have executed these Bylaws as follows:

By Laws revised and executed by the Board of Directors on Sunday, July 6th, 2008.



Marc H. Perez, Chair of the Board



Ross Johnson, Secretary



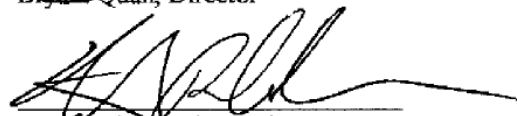
Paul R. Wilson, Vice-Chair of the Board



Bryant Quan, Director



Hank Wong, Director



H. Roderic Onodera, Director



Lionel Lum, Director

As signed:

Marc H. Perez, Chair of the Board
Ross Johnson, Secretary
Paul R. Wilson, Vice-Chair of the Board
Bryant Quan, Director
Hank Wong, Director
H. Roderic Onodera, Director
Lionel Lum, Director