

BYLAWS

OF THE ARMENIAN SOCIETY OF FELLOWS

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I. LOCATION OF OFFICES

The name of this corporation is **THE ARMENIAN SOCIETY OF FELLOWS** (the “**Society**”). It is a California nonprofit public benefit corporation with principal offices at 211 Gough Street, Third Floor, San Francisco, California.

The Board of Directors (“**Board**”) shall have full power and authority to change said principal office from one location to another within the State of California. Any such change shall be noted by the Secretary in these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

ARTICLE II.

PURPOSE

2.1. Purpose.

The Society is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The specific purpose of the Society is to help develop networking and collaborations among educational and research institutions in the United States, Armenia, and around the world. To this end, the Society will:

- (a) create opportunities for *scholars and experts* from the United States and around the world to bring part of their work to Armenia through their physical presence in Armenia and/or via virtual interactions;
- (b) connect individuals and institutions in Armenia with centers of research and education of high standing in the United States and around the world;
- (c) offer a platform for gatherings of for scholars and experts from the United States and around the world interested in the advancement of Armenia in education, engineering, the humanities, and the sciences.

2.2. Property Dedicated to Nonprofit Purposes.

The Society's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Society, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Society. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Society shall be distributed with the approval of Fellows (as defined in Article III) by a majority vote at an Annual or Special Conference of Society Fellows, to a nonprofit fund, foundation or corporation that (i) is organized and operated exclusively for charitable purposes, (ii) has established its exempt status under Internal Revenue Code § 501(c)(3); and (iii) has the specific purpose of promoting the Armenian culture in the United States and abroad.

2.3. Political Activities.

The Society has been formed under California Nonprofit Corporation Law for public and charitable purposes described in Article II, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Society shall consist of carrying out propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

2.4. Prohibited Activities.

The Society shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article II. The Society may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article II shall be construed as allowing the Society to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE III.

MEMBERSHIP

3.1. Members.

The members (hereinafter referred to as "**Fellows**") of the Society shall consist of those who have complied with the requirements set forth in Section 3.2 of this Article.

Membership shall not be assignable inter vivos by any Fellow, nor shall membership vest to any personal representative, heir or devisee.

3.2. Requirements for Membership.

Any person may become a member of the Society upon approval of the Board as set forth in Section 6.6, provided that he or she (i) has experience and expertise in education, engineering, the humanities, the natural and physical sciences, and the social sciences, (ii) is willing to abide by these Bylaws, (iii) completes an application for membership, and (iv) agrees to participate in the Society's activities at the very least as an advisor.

3.3. Rights of Fellows.

Fellows shall have the right to hold office and to vote, as set forth in these Bylaws, upon any matter properly before Fellows, including, without limitation, the election of Directors, the disposition of all or substantially all of the Society's assets, and election to dissolve the Society.

Fellows shall have all the rights and benefits provided to them from time to time by the Society, including but not limited to the right to participate in activities of the Society. In addition, Fellows shall have all rights afforded to them under the California Nonprofit Public Benefit Corporation Law. Membership in the Society shall not vest in Fellows any rights to distributions from the Society.

3.4. Honorary Fellows and Other Non-Voting Members.

Any person with outstanding achievement in an area of interest to the Society, or in the general advancement of Armenian culture in the world, may become a non-voting honorary Fellow of the Society if he or she is elected by a vote of two thirds ($2/3^{\text{rd}}$) of the members of the Board.

In addition, the Society may adopt by a vote of two thirds ($2/3^{\text{rd}}$) of the members of the Board, policies and procedures for the admission of associate Fellows or other designated members who shall have no voting rights in the Society. Such associate or other members are not "**members**" of the Society as defined in section 5056 of the California Nonprofit Corporation Law.

3.5. Fellows in Good Standing.

Those Fellows who are not suspended or expelled shall be members in good standing with the right to vote.

3.6. Suspension.

A Fellow may be suspended based on the good-faith determination by the Board, or a Committee or person authorized by the Board to make the determination, that the Fellow has failed in a material and serious degree to observe the Society's rules of conduct or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society. A person whose membership is suspended shall not be a

Fellow during the period of suspension.

3.7. Termination or Expulsion.

A membership shall terminate on occurrence of any of the following events:

- (a) Fellow's resignation, on reasonable notice to the Society;
- (b) Fellow's death;
- (c) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (d) Occurrence of any event that renders the Fellow ineligible for membership, or failure to satisfy membership qualifications;
- (e) Fellow's conviction of a felony or other crime in the United States and/or abroad, involving dishonesty and/or moral turpitude;
- (f) Fellow's affiliation with an association, group, and/or organization in the United States or abroad prohibited by applicable state or federal laws and regulations; or
- (g) Expulsion of the Fellow under these Bylaws based on the good-faith determination by the Board, or a committee or person authorized by the Board to make the determination, that the Fellow has failed in a material and serious degree to observe the rules of conduct of the Society or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society.

3.8. Procedure for Suspension or Expulsion.

If grounds appear to exist for suspension or expulsion of a member under these Bylaws, the procedure set forth below shall be followed:

- (a) The Fellow shall be given thirty (30) days prior notice of the proposed suspension or expulsion and the reasons for the proposed suspension or expulsion. Notice shall be given by any method reasonably calculated to provide actual notice.
- (b) The Fellow shall be given the opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or expulsion. 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 expulsion should take place.
- (c) The Board, the committee, or the person shall decide whether or not the Fellow should be suspended, expelled, or sanctioned in some other way. The decision of the Board, the committee, or the person shall be final.

3.9. Place of Meetings of Fellows.

Notwithstanding anything to the contrary in these Bylaws, any meeting of Fellows,

whether regular, special, or adjourned, may be held at any place within or without the State of California that has been designated by the Board as the place of meetings.

3.10. Regular Meetings (Annual Conference of Society Fellows).

The regular annual meeting of Fellows, hereinafter referred to as the “**Annual Conference of Society Fellows**” shall be held in June of each year at the principal office of the Society or at any other location in or outside California (as the same shall be from time to time designated in the minutes of the Directors). At the Annual Conference of Society Fellows, Fellows shall consider reports of the affairs of the Society and transact other business as may properly be brought before the meeting, including but not limited to the election of Directors of the Society to serve for the following four (4) years and until their successors are elected and qualified.

3.11. Special Meeting (Special Conferences of Society Fellows).

The special meeting of Fellows, hereinafter referred to as the “**Special Conference of Society Fellows**” may be called at any time by order of the President or the Chair of the Board, or by the majority of the members of the Board.

3.12. Notice of Annual or Special Conferences of Society Fellows.

Written notice of an Annual or Special Conference of Society Fellows shall be given by email, personally, or by mailing by first class, registered or certified mail, to each Fellow, at his or her last known address, postage prepaid, at least thirty (30) days before the time fixed for holding the meeting.

Notice of any Conference of Society Fellows shall specify the place, the day and the hour of the meeting, and in case of a Special Conference of Society Fellows, the general nature of the business to be transacted.

3.13. Quorum.

At all Conferences of Fellows, whether regular, special, or adjourned, the presence of at least fifty percent (50%) of Fellows shall constitute a quorum for the transaction of business.

3.14. Adjournments.

Any business that might be done at an Annual Conference of Society Fellows may be done at a Special or at an adjourned Conference of Society Fellows. If no quorum is present at any Conference of Society Fellows, the meeting may be adjourned by those present from day to day or from time to time until a quorum is obtained. In this case, no

notice need be given of such adjourned meeting.

3.15. Waiver and Consent.

The transaction of business during any Conference of Society Fellows, however called or noticed, shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the Fellows not present in person signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes of the meeting.

Any action that may be taken at a Conference of Society Fellows may be taken without a meeting if authorized by a writing signed by all Fellows who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Society.

3.16. Action without Meeting/Ballots.

(a) Any action required or permitted to be taken at any Regular or Special Conference of Society Fellows may be taken without a meeting if the written ballot of every Fellow is solicited, if the required number of signed approvals in writing, setting forth the actions so taken is received, and if the requirements of subdivision (c) of this Section are satisfied.

(b) All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

(c) Approval by written ballot pursuant to this Section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

3.17. Absentee Ballots.

Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any Regular or Special Conference of Society Fellows. These ballots may be used by voting Fellows in good standing who are unable to attend and who request the ballots.

3.18. Voting Rights.

Only persons whose names stand on the membership records of the Society on the day of any Conference of Society Fellows shall be entitled to vote at such a meeting.

Every Fellow entitled to vote at any election for Directors shall be entitled to one vote.

3.19. Proxies.

Proxies are not allowed.

3.20. Language Used during Annual or Special Conferences of Society Fellows.

The Annual or Special Conferences of Society Fellows must be conducted in English.

ARTICLE IV.

DIRECTORS

4.1. Powers.

Subject to limitations of the Articles of Incorporation and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the Society shall be exercised by or under the direction of the Board. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) to select and remove all the Officers, agents and employees of the Society, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service;

(b) to make disbursements from the funds and properties of the Society as are required to fulfill the purposes of the Society, and generally to conduct, manage and control the activities and affairs of the Society and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best;

(c) to adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best;

(d) to borrow money and incur indebtedness for the purposes of the Society and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor;

(e) to authorize any Officer or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. Except for matters pertaining to the ordinary and necessary operation of the business of the Society and as otherwise provided in Section 5214 of the California Corporations Code, unless so authorized by

the Board, no Officer, agent or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount;

(f) to the extent permitted by the exempt status of the Society, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage;

(g) to accept on behalf of the Society any contribution, gift, bequest, or devise for the charitable or public purposes of the Society;

(h) to purchase, lease, hold upon trust, and otherwise acquire and hold all property, real or personal, including voluntary donations, contributions, shares of stock, bonds, and securities of other legal entities for any of the purposes of the Society;

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

(j) to organize Board and advisory committees; assess and coordinate initiatives proposed by Fellows; organize fundraising; produce strategic opinion statements; assess past projects and develop recommendations for future directions; act on the recommendations of the Executive Director for hiring and firing administrative officers and other personnel at their discretion; and develop advocacy strategies consistent with the mission and vision of the Society; and

(k) to otherwise perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Society or by these Bylaws.

4.2. Number of Directors.

The authorized number of Directors of the Society shall be **fifteen (15)** until changed by an amendment to these Bylaws.

4.3. Selection and Tenure of Office.

The Board shall be divided into three classes: Class I, Class II and Class III. The number of Directors in each class shall be as nearly equal as possible. The Directors in Class I shall be elected for a term expiring at the 2023 Annual Conference of Society Fellows, the Directors in Class II shall be elected for a term expiring at the 2024 Annual Conference of Society Fellows, and the Directors in Class III shall be elected for a term expiring at the 2025 Annual Conference of Society Fellows. At each Annual Conference of Society Fellows, commencing with the 2023 Annual Conference of Society Fellows, (i) Directors elected to succeed those Directors whose terms then expire shall be

elected for a term of office to expire at the fourth succeeding Annual Conference of Society Fellows after their election, with each Director to hold office until his or her successor shall have been duly elected and qualified unless earlier removed, and (ii) if authorized by a resolution of the Board, Directors may be elected to fill any vacancy on the Board, regardless of how such vacancy shall have been created.

No Director shall serve more than **two (2) consecutive** full terms without a sabbatical of at least one year.

4.4. Qualifications.

Each Director must be a voting Fellow of the Society.

4.5. Removal of Directors.

A Director may be removed from office if any of the following has been found to have occurred:

(a) the Director misses three (3) or more consecutive Board meetings or six (6) meetings in a calendar year without cause;

(b) a conflict of interest is found to exist between the Director and the Society;

(c) the Director is found to have engaged in activities that are directly contrary to the interests of the Society;

(d) the Director is found to be engaged in the misrepresentation of the Society and its policies to outside third parties, either willfully, or on a repeated basis; or

(e) the Director ceases to be a Fellow;

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board. Removal must be by a majority vote of all the Directors.

4.6. Meetings.

The meetings of the Board shall be held at any place that has been designated by resolution of the Board or in the notice of the meeting or, if not designated, then at the principal office of the Society. Any meeting may be held by telephone conference or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting. There shall be at least one (1) monthly meeting of the Board. In addition to the regular meetings, Board meetings may be called by the Chair of the Board or by written petition of one-third of the Directors at such times and places as the Chair or petitioners, respectively,

determine. All Directors shall receive fifteen (15) days written notice of each such meeting.

4.7. Quorum; Majority Vote.

Eight Directors shall constitute a quorum. When a quorum is present at a duly called Board meeting, all actions shall be by vote of a majority of those present unless otherwise required by these Bylaws or by law. If no quorum is present at a duly called Board meeting, it may be adjourned as set forth in Section 4.09 for up to one (1) week. At the reconvened Board meeting no quorum need be present to conduct Board business and all actions shall be by vote of a majority of those present unless otherwise required by these Bylaws or by law. Notice of adjourned and reconvened Board meetings shall be given within twenty-four (24) hours from the time of adjourned Board meeting at which a quorum was lacking.

4.8. Waiver of Notice.

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by email to the Secretary, by first-class mail addressed to the Secretary at the principal office of the Society as contained on the records of the Society as of the date of the protest, or by facsimile addressed to the facsimile number of the Society as contained on the records of the Society as of the date of the protest.

4.9. Adjournment.

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

4.10. Notice of Adjournment.

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the 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.

4.11. Conduct of Meetings.

Meetings of the Board shall be presided over by the Chair of the Board, or, if the Chair of the Board is absent, the Vice Chair of the Board or, if the Chair of the Board and Vice-Chair of the Board are both absent, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provisions of law applicable to the Society.

4.12. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section 4.12, "all members of the Board" shall not include any "interested Director" as defined in CA Corp Code § 5233. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson or the President.

4.13. Fees and Compensation of Directors.

The Society shall not pay any compensation to Directors for services rendered to the Society as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Society, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to the Society in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 4.13 only, means:

- (a) any person currently being compensated by the Society for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

4.14. Non-Liability of Directors.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

4.14. Vacancies.

A vacancy or vacancies on the Board shall occur in the event of (1) the death, removal, or resignation of any Director; (2) the declaration by a Board resolution of a vacancy in the office of a Director who has been declared of unsound mind in any court order, convicted of a felony, or, if the corporation holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under CA Corp Code § 7238; (3) a vote of the majority of all Fellows of the Society if there are fewer than 50 Fellows, but if there are 50 Fellows or more, a vote of the majority of the Fellows present and voting at a duly noticed Annual or Special Conference of Society Fellows with a quorum, to remove any Director(s); (4) an increase in the authorized number of Directors, (5) a failure of Fellows, at any Annual or Special Conference of Society Fellows at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at said meeting; or (6) a failure of any Director(s) to maintain his or her status as a Fellow.

Any Director may resign effective upon giving written notice to the Chair of the Board, the Vice Chair of the Board, or the Board, unless the notice specifies a later time for the effectiveness of such resignation.

Vacancies on the Board may be filled by the Board. Fellows may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided by this Section shall hold office for the remainder of the term or until his death, resignation or removal from office, whichever occurs first.

4.15. Non-Liability of Directors.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

4.16. Rights of Inspection.

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 Society of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

4.17. Language Used during Board Meetings.

The meetings of the Board must be conducted in English.

ARTICLE V.

OFFICERS

5.1. Officers.

The Officers of the Society shall be a Chair of the Board or a President or both, a Vice Chair, a Secretary, a Chief Financial Officer, and an Executive Director. The Society may also have at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurer, and other officers as may be appointed in accordance with the provisions of Section 5.3 of this Article. One person may not hold two or more offices. All Officers, other than the Executive Director (except as provided in Section 5.13), must be Directors.

5.2. Election.

The Officers of the Society, except such Officers as may be appointed in accordance with the provisions of this Article, shall be chosen annually by, 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 his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

5.3. Subordinate Officers.

The Board may appoint, and may empower the President to appoint, other Officers as the business of the Society may require, each of whom shall hold office for a period, have the authority, and perform the duties as are provided in these Bylaws or as the Board may from time to time determine.

5.4. Removal and Resignation.

Except as provided in Section 5.13 regarding the Executive Director, any Officer may be removed, either with or without cause, by a majority vote of the Directors at the time in office, at any regular or special meeting of the Board.

Any Officer may resign at any time, without prejudice to the rights, if any, of the Society under any contract to which the Officer is a party, by giving written notice to the Board, to the President, or to the Secretary of the Society. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

5.5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

5.6. Inability to Act.

In the case of absence or inability to act of any Officer of the Society and of any person herein authorized to act in his or her place, the Board may from time to time delegate the powers or duties of the Officer to any other Officer, or any Director or other person whom the Board may select.

5.7. Chair of the Board.

The Chair of the Board, if there shall be one, shall, if present, preside at all meetings of the Board, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board or prescribed by these Bylaws. If the Society does not have a President, then the Chair shall also have the powers otherwise given to the President.

5.8. Vice Chair of the Board.

In the absence or disability of the Chair, the Vice Chair designated by the Board shall perform all the duties of the Chair of the Board, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair of the Board.

5.9. President.

Subject to supervisory powers, if any, as may be given by the Board to the Chair of the Board, if there be one, the President shall be the Chief Executive Officer of the Society and shall, subject to the control of the Board, have general supervision, direction, and control of the activities and Officers of the Society. In the absence of the Chair of the Board, or if there is none, the President shall preside at all meetings of the Board. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers and duties as may be prescribed by the Board or these Bylaws.

5.10. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all meetings of Fellows, and the Board and its Committees, with the time and place of holding, whether regular or special, and if

special, how authorized, the notice of the meeting given, the names of those present at the meetings, and the proceedings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original and a copy of the Society's Articles of Incorporation and these Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the Society in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept at the principal office of the Society, a membership register, or a duplicated membership register, showing the names of Fellows and their addresses.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all Annual and Special Conferences of Society Fellows, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings. The Secretary shall give, or cause to be given, notice of all Annual and Special Conferences of Society Fellows required by these Bylaws.

5.11. Treasurer and Chief Financial Officer.

The Treasurer shall be the Chief Financial Officer of the Society and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Society. The books of account shall at all reasonable times be open to inspection by any Director.

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

5.12. Assistant Treasurer.

At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Treasurer.

5.13. Executive Director.

The Executive Director shall be appointed each year by the new Board by a majority vote. The Executive Director may be either a Fellow or a non-member of the Society. Except as set forth below, the Executive Director may not be a Board member. The terms of the Executive Director's employment agreement shall be determined by the

Board, at its sole discretion.

In the absence of an Executive Director, the Board may appoint a Board member as an Interim Executive Director until an Executive Director is hired. The Interim Executive Director, as any member of the Board, shall not be remunerated.

The Executive Director may be replaced by a vote of two thirds (2/3rd) of the members of the Board, either with or without cause.

The Executive Director shall:

- (a) attend all Board meetings unless otherwise directed by the Board;
- (b) relay a summary of Board activities and plans to Fellows on a monthly basis;
- (c) relay concerns and suggestions from Fellows to the Board on a monthly basis;
- (d) attend Membership Committee meetings;
- (e) organize the membership of the Society into groups and set up the appropriate fora for said groups to prepare proposals for initiatives to be considered at the Annual Conference of Society Fellows;
- (f) make recommendations to the Board for hiring and firing of Officers and other personnel to be hired by the Society;
- (g) oversee and assess the work of personnel hired by the Society; and
- (h) manage the organization of the Annual Conference of Society Fellows.

ARTICLE VI

COMMITTEES

6.1. Committees of Directors.

The Board by resolution adopted by a majority of the Directors then in office, may create one or more Board Committees ("**Committees**"), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the California Nonprofit Public Benefit Corporation

Law also requires approval of Fellows or approval of a majority of all Fellows;

- (b) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board or on any Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) appoint any other Committees or the members of these Committees;
- (g) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) approve any transaction (i) between the Society and one or more of its Directors or (ii) between the Society and any entity in which one or more of its Directors have a material financial interest unless the conditions of Section 11.1.2.2 are satisfied.

6.2. Meetings and Action of Board Committees.

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article IV concerning meetings of Directors, with such changes in the context of Article VI as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

6.3. Quorum Rules for Board Committees.

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and

place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

6.4. Revocation of Delegated Authority.

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

6.5. Nonprofit Integrity Act/Audit Committee.

In any fiscal year in which the Society receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Society, including the President, the Treasurer and Chief Financial Officer (if any) if they are staff members or employees. If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) make recommendations to the Board on the hiring and firing of the CPA;
- (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Society are in order;

(c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and

(d) if requested by the Board, negotiate the CPA's compensation on behalf of the Board.

6.6. Membership Committee.

The Membership Committee shall be composed of five (5) members of the Board. The Membership Committee shall submit to the Board a list of potential new Fellows. Additional nominations may be made by any existing Fellow during an Annual or Special Conference of Society Fellows.

A new candidate may become a Fellow only after a supporting vote of two-thirds of the Board.

6.7. Advisory Committees.

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

6.8. Assessment Committee.

During each Annual Conference of Society Fellows, the Board shall form an Assessment Committee consisting of six (6) Fellows and chaired by a member of the Board. During the subsequent Annual Conference of Society Fellows, the previous year's Assessment Committee shall report on progress, benchmarks, and work of the Society during such previous year. In addition, each Assessment Committee shall produce a set of strategic recommendations for future initiatives.

ARTICLE VII.

INDEMNIFICATION OF AGENTS OF THE

CORPORATION

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

7.1. Definitions.

For purpose of this Article VII,

7.1.1 “Agent” means any person who is or was a Director, Officer, employee, or other agent of the Society, or is or was serving at the request of the Society as a Director, Officer, employee;

7.1.2 “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

7.1.3 “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article VII.

7.2. Applicability of Indemnification Provisions.

7.2.1. Successful Defense by Agent. To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article VII, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

7.2.2. Settlement or Unsuccessful Defense by Agent. If an Agent either settles any proceeding referred to in this Article VII, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 7.3 through Section 7.6 shall determine whether the Agent is entitled to indemnification.

Section 7.3. Actions Brought by Persons Other than the Society.

This Section 7.3 applies to any proceeding other than an action “by or on behalf of the Society” as defined in Section 7.4. Such proceedings that are not brought by or on behalf of the Society are referred to in this Section 7.3 as “**Third Party proceedings.**”

7.3.1 Scope of Indemnification in Third Party Proceedings.

Subject to the required findings to be made pursuant to Section 7.3.2, the Society may indemnify any person who was or is a party, or is threatened to be made a party, to any Third-Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

7.3.2. Required Standard of Conduct for Indemnification in Third Party

Proceedings.

Any indemnification granted to an Agent in Section 7.3.1 above is conditioned on the following. The Board must determine, in the manner provided in Section 7.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Society, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Society or that he or she had reasonable cause to believe that his or her conduct was unlawful.

7.4. Action Brought by or on Behalf of the Society.

This Section 7.4 applies to any proceeding brought (i) by or on behalf of the Society, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of CA Corp Code § 5233, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Society”).

7.4.1. Scope of Indemnification in Proceeding by or on Behalf of the Society. Subject to the required findings to be made pursuant to Section 7.4.2, and except as provided in Sections 7.4.3 and Section 7.4.4, the Society may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Society, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

7.4.2. Required Standard of Conduct for Indemnification in Proceeding by or on Behalf of the Society. Any indemnification granted to an Agent in Section 7.4.1 is conditioned on the following. The Board must determine, in the manner provided in Section 7.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Society and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

7.4.3. Claims Settled Out of Court. If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Society, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the

proceeding is settled with the approval of the Attorney General.

7.4.4. Claims and Suits Awarded Against Agent. If any Agent is adjudged to be liable to the Society in the performance of the Agent's duty to the Society, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 7.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

(a) The determination of good faith conduct required by Section 7.4.2 must be made in the manner provided for in Section 7.5; and

(b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

7.5. Determination of Agent's Good Faith Conduct.

The indemnification granted to an Agent in Section 7.3 and Section 7.4 is conditioned on the findings required by those Sections being made by:

(a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(b) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Society or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Society.

7.6. Limitations.

No indemnification or advance shall be made under this Article VII, except as provided in Section 7.2.1 or Section 7.5(b), in any circumstances when it appears:

(a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

7.7. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the Society before

the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article VII.

7.8. Contractual Rights of Non-Directors and Non-Officers.

Nothing contained in this Article VII shall affect any right to indemnification to which persons other than Directors and Officers of the Society may be entitled by contract or otherwise.

7.9. Insurance.

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article VII, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the Society would have the power to indemnify the Agent against the liability under the provisions of this Article VII.

ARTICLE VIII.

RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

8.1. Receipt of Funds.

The Board may accept on behalf of the Society any contribution, gift, bequest, or devise for the charitable or public purposes of the Society. However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the purposes of the Society as set forth in Article II.

8.2. Holding of Funds.

The Society shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the purposes of the Society described in Article II.

8.3. Appropriation of Funds.

The Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the Society was formed and to direct the Officers of the Society from time to time to make disbursements to implement the appropriations.

8.4. Signing of Checks and Other Documents.

All checks, drafts, demands for money and notes of the Society, and all written contracts of the Society shall be signed by the Officer or Officers, agent or agents, as the Board may designate by resolution from time to time.

ARTICLE IX.

CORPORATE RECORDS, REPORTS AND SEAL

9.1. Minute Book.

The Association shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

9.2. Books and Records of Account.

The Society shall keep adequate and correct books and records of accounts, including but not limited to accounts of properties and transactions, assets, liabilities, receipts, disbursements, gains, and losses.

9.3. Articles of Incorporation and Bylaws.

The Society shall keep at its principal office, the original or a copy of the Articles of Incorporation, Bylaws, and amendments thereto.

9.4. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.

The Society shall keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by law.

9.5. Annual Report; Statement of Certain Transactions.

The Board shall cause an annual report to be sent to each Director within 120 days after

the close of the Society's fiscal year containing the following information:

- (a) The assets and liabilities of the Society, including trust funds, as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) The expenses or disbursements of the Society for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i) to which the Society, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which 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 financial interest):

- (1) Any Director or Officer of the Society;

- (2) Any holder of more than 10% of the voting power of the Society, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Society; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (f) 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.

9.5. Corporate Seal.

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE X

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

10.1. Execution of Instruments.

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

10.2. Checks and Notes.

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Society shall be signed by the Chair of the Board, or the President, or by the Treasurer and countersigned by the Vice Chair of the Board.

10.3. Deposits.

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

ARTICLE XI

TRANSACTIONS BETWEEN

THE SOCIETY AND DIRECTORS OR OFFICERS

11.1. Transactions with Directors and Officers.

11.1.1 Interested Party Transactions. Except as described in Section 11.1.2, The Society shall not be a party to any transaction:

(a) in which one or more of its Directors or Officers has a material financial interest, or

(b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

11.1.2 Requirements to Authorize Interested Party Transactions

11.1.2.1 By the Board. The Society shall not be a party to any transaction

described in 11.1.1 unless:

- (a) the Society enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Society at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Society could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 11.1.2.

11.1.2.2 By a Committee. A Committee shall not approve a transaction described in Section 11.1.1 unless:

- (a) the Committee approves the transaction in a manner consistent with the standards set forth in Section 11.1.2.1;
- (b) it was not reasonably practicable to obtain approval of the transaction by the Board prior to entering into the transaction; and
- (c) the Board, after determining in good faith that the two above-enumerated conditions of this Section 11.1.2.2 are satisfied, ratifies the transaction at its next meeting by a vote of the majority of the Directors in office without counting the vote of the interested Director or Directors.

11.1.3. Material Financial Interest.

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

- (a) that fixes the compensation of a Director as a Director or Officer;
- (b) if the contract or transaction is part of a public or charitable program of the Society and it (1) is approved or authorized by the Society in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- (c) where the interested Director has no actual knowledge of the transaction

and it does not exceed the lesser of one percent of the gross receipts of the Society for the preceding year or \$100,000.

11.2. Loans to Directors and Officers.

The Society shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that the Society may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Society.

11.3. Interlocking Directorates.

No contract or other transaction between the Society and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s); or if (ii) the contract or transaction is just and reasonable as to the Society at the time it is authorized, approved or ratified.

11.4. Duty of Loyalty.

Nothing in this Article XI shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Society. Furthermore, nothing in this Article XI shall be construed to override or amend the provisions of Article VII. All conflicts between the two articles shall be resolved in favor of Article VII.

ARTICLE XII.

AMENDMENTS

12.1. Amendments.

The Bylaws may be amended or repealed, in whole or in part, by a two-thirds vote of those Fellows present at the Annual or Special of Conference of Society Fellows provided a quorum is present as set forth in Section 3.14.

A proposed amendments must be submitted in writing to the Fellows at least thirty (30) days prior to the Annual Conference of Society Fellows or Special Conference of Society Fellows called for that purpose.

12.2. Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

ARTICLE XIII.

DISSOLUTION

Except as provided otherwise in these Bylaws and applicable law with respect with earlier dissolution, the Society shall dissolve on June 30, 2042, unless two-thirds of the Fellows vote otherwise at an Annual or Special Conference of Society Fellows. In the event of dissolution, the Society's assets shall be distributed pursuant to Section 2.2 above.

ARTICLE XIV.

ROBERT'S RULES OF ORDER

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

ARTICLE XV

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Society and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of **THE ARMENIAN SOCIETY OF FELLOWS**,

hereby certify that the above Bylaws consisting of twenty-nine (29) pages were adopted as the Bylaws of the Society pursuant to the unanimous vote of the Directors in a regularly called meeting, effective November 23, 2021. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of the Society.

IN WITNESS WHEREOF, I have set my hand this November 23, 2021.


Secretary

Vatche Sahakian