

BYLAWS

OF

NAPA EMERGENCY WOMEN'S SERVICES

A California Public Benefit Corporation

Readopted on April 24, 2000

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BYLAWS
OF
NAPA EMERGENCY WOMEN'S SERVICES,
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1

OFFICES

Section 1. Principal Office

The principal office of the corporation for the transaction of its business is located in Napa County, California.

Section 2. Change of Address

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

[Insert Street Address]

1001 2nd Street, Napa, CA 94559

Dated: April 24, 2000
Dated: _____
Dated: _____
Dated: _____

Section 3. Other Offices

The corporation may also have offices at such other places, within or without the state of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2

PURPOSE

The primary objective and purpose of this corporation is to provide a nurturing refuge for women and children suffering the effects of domestic violence and to eliminate family violence through comprehensive intervention services, treatment, advocacy, and education.

ARTICLE 3

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise shall inure the benefit of any private person or individual, or any director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

ARTICLE 4

DIRECTORS

Section 1. Number and Composition

The Corporation shall have at least fifteen and no more than twenty directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. An effort shall be made to elect directors who represent a cross-section of the community, including geographically, occupationally, ethnically, and financially, e.g., from health care, clients, law enforcement, education, law, business, upvalley, politics, and minority groups.

Section 2. Election

The President of the Board of Directors shall appoint a committee to select qualified candidates for election of directors at least two months before the day of any election. The nominating committee shall make its report at least a month before any election of directors.

Section 3. Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. This corporation shall have no members.

Section 4. Duties

The Board shall be charged with the conduct of the business and affairs of the corporation. All corporate powers, subject to the limitations of the Articles of Incorporation and provisions of law, shall be exercised by and through the Board by a majority vote. The powers and duties of the Board shall include:

- a. Appointing an Executive Director who shall be responsible for the administration of the corporation and its programs, subject to the control of the Board.

- b. Determining the corporation's major personnel, organizational, fiscal and program policies.
- c. Determining all program priorities and approving all program plans and purposes.
- d. Approving all budgets involving public or private funds.
- e. Borrowing money and/or incurring indebtedness in furtherance of the purposes of the corporation and causing to be executed and delivered in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's or other evidence of debt and securities therefor.
- f. Enforcing compliance with all conditions of grants awarded the corporation.
- g. Providing for an annual independent audit(s) by a Certified Public Accountant of the funds of the corporation.
- h. Making rules and regulations not inconsistent with the law or the Articles of Incorporation for the guidance of the Executive Committee and the officers and the management of the affairs of the corporation.
- i. Establishing committees by and through its President; delegating to them such business and affairs of the corporation as may be deemed helpful and appropriate; and making rules and regulations for the manner in which all committees conduct their affairs.
- j. Prescribing additional duties of the offices hereinafter set forth by the Bylaws.
- k. Changing the location of the principal office for transaction of the business of the corporation from one location to another.
- l. Causing to be kept open to inspection of any persons entitled thereto, and making proper demand therefore, a Book of Minutes of all meetings of the Board and the corporation, and adequate and correct books of account of all properties and business transactions of the corporation, all in the form consistent with accepted procedures required by law.

Section 5. Terms of Office

Directors shall hold office for two years from the date of their election provided they are elected at the annual meeting designated in Section 9. It is the intent that half of the directors shall be elected each year. If a director is elected at a special meeting or to fill a vacancy, then the director shall hold office until the next annual meeting of the directors. All directors shall serve until their successor is elected and qualifies, unless a director resigns as of a date certain or is removed.

Section 6. Compensation

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is approved by the Directors.

Section 7. Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, not more than forty-nine (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons," means either:

- a. Any person currently being compensated by the corporation for services rendered it within the previous twelve (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.

Section 8. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such a place within the County of Napa that has been designated from time to time by the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all the board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

Section 9. Regular and Annual Meetings - Elections

Regular meetings of directors shall be held monthly at a time designated by resolution of the Board.

At the annual meeting of Directors held on a June day designated by the Board, directors shall be elected by the Board of Directors in accordance with this Section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast no more than one vote for each vacancy, with voting being by ballot only unless waived by unanimous consent of those voting.

Section 10. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors. Such meetings shall be held at the place, within the County of Napa, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Section 11. Notice of Meetings

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first class mail or forty-eight (48) hours notice delivered personally, by telephone, fax, or electronic mail. If sent by mail the notice is deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meetings to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 12. Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 13. Waiver of Notice and Consent to Hold Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting has been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 14. Quorum for Meetings

A quorum shall consist of a majority of the Directors.

Except as otherwise provided in these Bylaws, the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present. The only motion that the Chair shall entertain at a meeting without a quorum present is a motion to adjourn. However, a majority of the directors present at such a meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for a lack of quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting,

other than by announcement at the meeting at which the adjournment is taken, except as provided by Section 11 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such a meeting or a greater percentage than required by law, or the Articles of Incorporation or Bylaws of this corporation.

Section 15. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 16. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, a person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's 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.

Section 17. Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. For purposes of this Section only, "all members of the Board" shall not include any interested director as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action taken so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Section 18. Vacancies

Vacancies on the Board of Directors shall exist (1) on the expiration of the term of office of any director, (2) on the death, resignation or removal of any director, or (3) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

Section 19. Removal of Director

Directors may be removed without cause by a majority of the directors then in office. The procedure for removal shall be the following:

- a. Only a Board member or the Executor Director may present a case to the full Board for removal of a Board member.
- b. Reasons for removal must be presented to the Board in writing.
- c. A majority of Board members must vote for removal.
- d. A notice of the Board's decision to remove a member must be sent to that person stating the grounds for removal, including dates, times, and places that may be applicable.
- e. This notice must be received by the member at least two weeks prior to the next Board meeting. The member shall be invited to defend himself or herself at the subsequent Board meeting.
- f. The Board may then, by a majority vote, rescind the previous removal decision or reaffirm it. Notice of this decision will be given to the member in writing.

Section 20. Non-Liability of Directors

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

Section 21. Indemnification by Corporation of Directors, Officers, Employees and Other Agents

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts incurred in connection with such proceedings shall be provided by the corporation but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 22. Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5

COMMITTEES

Section 1. Executive Committee

The President, Vice President, Secretary, Treasurer, and immediate past President shall constitute the Executive Committee. All meetings of such committee are open to the other directors. The Board of Directors may, by a majority vote of directors, delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

a. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the directors.

- b. The filling of vacancies on the board or on any committee which has the authority of the board.
- c. The fixing of compensation of the directors for serving on the board or on any committee.
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e. The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- f. The appointment of committees of the board or the members thereof.
- g. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- h. The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of the directors then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the directors of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees

The Board of Directors shall have three standing committees: Board Development, Finance, and Personnel. Each standing committee shall be made up of at least two members of the Board. The corporation shall have such other committees as may from time to time be designated by the Board of Directors. Such other committees may consist of persons who are not also members of the Board. Each Director shall serve on at least one Board committee. All committees shall act in an advisory capacity only to the Board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with the provisions of Article 3 of these Bylaws concerning meetings of directors, with such changes as are necessary to substitute the committee and its members for the Board of Directors and its members.

ARTICLE 6

OFFICERS

Section 1. Number of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. A single person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve as President.

Section 2. Qualification, Election, and Term of Office

Any director may serve as officer of this corporation. The Board of Directors shall elect officers at the annual meeting of directors. Each officer shall hold office for a one-year term unless extended or until his or her successor shall be elected.

Section 3. Subordinate Officers

The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4. Removal of Officers

The Board of Directors may remove any officer at any time either with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified. Unless otherwise specified, acceptance of a resignation is not necessary to make it effective.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in the offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6. Duties of the President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws,

or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of the Vice President

In absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties of the Secretary

The secretary shall attend to the following:

(a) Book of Minutes

The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and action of directors, and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, and the proceedings of such meetings.

(b) Notices and Other Duties

The Secretary shall give or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or Bylaws.

Section 9. Duties of the Treasurer

The Treasurer shall attend to the following:

(a) Books of Account

The Treasurer shall cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursement, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any member of the Board of Directors at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables

The Treasurer shall cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the President and directors, whenever it is requested, an account of all his or her transactions as Treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(c) Bond

If required by the Board of Directors, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, or removal from office.

ARTICLE 7

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

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

Section 2. Checks and Notes

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

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable purposes of the corporation.

ARTICLE 8

CORPORATE RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

The corporation shall keep its principal office in the State of California:

- a. Minutes of all meetings of directors and committees of the Board indicating the time and place of the meeting, whether the meeting was regular or special, how the meeting was called, the notice given, and the names of those present and the proceedings;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A copy of the corporation's Articles of Incorporation and By-laws as amended to date.

Section 2. Director's Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 3. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 9

AMENDMENT OF BYLAWS AND ARTICLES

Section 1. Amendment of Bylaws by Directors

Subject to any provision of law applicable to the amendment of Bylaws of public benefit corporations these Bylaws, or any of them, may be altered, amended, or repealed and new By-laws adopted by the approval of the Board of Directors.

If any provision of these Bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

Section 2. Amendment of Articles by Directors

Any amendment of the Articles of Incorporation of the corporation may be adopted by the approval of the Board of Directors.

Section 3. Supercedes Previous Bylaws

These Bylaws shall supercede any previous Bylaws of the corporation and any amendments thereto.

CERTIFICATE

This is to certify the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted at a meeting of the Board of Directors of such corporation held on April 24, 2000.

Dated: 4-24-00

Janet Norris, Secretary
Janet Norris, Secretary