

Bylaws of Pacific Association Of Women Martial Artists

A California Nonprofit Public Benefit Corporation
(Official electronic version for distribution; amended September 4, 2011)

Article 1 Name

The Name of this corporation is Pacific Association of Women Martial Artists.

Article 2 Offices

Section 1. The principal office for the transaction of the activities and affairs of the corporation is located in Alameda County, California. The board of directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

Article 3 Members

Section 1. This corporation shall have one class of members, designated as regular members. No member shall hold more than one membership in the corporation. Unless otherwise authorized by these bylaws, all members shall have the same rights, privileges, restrictions, and conditions.

Section 2. Any person who has demonstrated an interest in the promotion of women in the martial arts shall be eligible for membership.

Section 3. Applicants shall be admitted to membership upon the submission of a membership application with a valid current electronic or mailing address, approval of the membership application by the membership committee, and timely payment of such dues as the board may fix from time to time.

Section 4. The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the board of directors.

Section 5. The corporation shall keep a membership database containing the name and address of each member. Termination of the membership of any member shall be recorded in the database, together with the date of termination of such membership. The database shall be available for inspection by any director or member of the corporation.

Section 6. The record of names and addresses of the members of this corporation shall constitute the membership list of the corporation and shall not be used, in whole or in part, by any person not reasonably related to a member's interest as a member.

Section 7. A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 8. No membership may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 9. A membership shall terminate upon the occurrence of any of the following events:

- a) resignation of the member, on reasonable notice to the corporation
- b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board.
- c) failure of the member to pay dues, fees, or assessments as set by the board within two months after they become due and payable
- d) occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications, or
- e) expulsion of the member under section 10 of these bylaws based on the good faith determination of the board, or a committee authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of this corporation.

Section 10. If grounds appear to exist for expulsion of a member under the previous sections of these bylaws, the procedures set forth below shall be followed:

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- a) The member shall be given fifteen days prior notice of the proposed expulsion and the reasons for the proposed expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the corporation's records.
- b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the board or by a committee authorized by the board to determine whether the expulsion should take place.
- c) The board or committee shall decide whether or not the member should be expelled or sanctioned in some other way. The decision of the board or committee shall be final.
- d) Any action challenging an expulsion from membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion.

Article 4 Membership Meetings

- Section 1. Meetings of the members shall be held at any place designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, membership meetings shall be held at the annual PAWMA camp.
- Section 2. An annual meeting of the members shall be held during the annual PAWMA camp, unless the board fixes another date or time and so notifies members as provided in Article 4, Section 6 of these bylaws. At this meeting, the procedures for the election of directors shall be announced and any other proper business may be transacted.
- Section 3. Special meetings of the members for any lawful purpose may be called at any time by the board or by the Chair or the board or by five percent or more of the members.
- Section 4. Special meetings called by any person, other than the board, entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair of the board. The Chair shall then cause written notice to be given promptly to the members entitled to vote, in accordance with Article 4, Section 8 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board. If the notice is not given within twenty days after the request is received, the person or persons requesting the meeting may give notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.
- Section 5. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.
- Section 6. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Article 4, Section 8 of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or, (2) for the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members, but, except as provided in Article 4, Section 7 of these bylaws, any proper matter may be presented at the meeting. The notice of the meeting at which directors are to be elected shall include the names of all persons who are nominees when the notice is given.
- Section 7. Approval by the members of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposals:
 - a) removing a director without cause;
 - b) filling vacancies on the board;
 - c) amending the articles of Incorporation; or
 - d) electing to wind up and dissolve the corporation
- Section 8. Notice of any meeting of members shall be in writing and shall be given at least ten but no more than one hundred twenty days before the meeting date. The notice shall be given either personally, by first-class mail, by e-mail, via the PAWMA newsletter, or by other

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means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for the purposes of notice. If no mailing or e-mail address appears on the corporations books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or other written communication to the corporations principal office, (2) notice is published in the PAWMA newsletter, or (3) notice is published at least once in a newspaper of general circulation in the country in which the principal office is located.

Section 9. An affidavit of the mailing of any notice of any members meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 10. Courtesy, respect, and willingness to listen to other's perspectives shall be the procedural standard for the conduct of all meetings, except when in conflict with the bylaws. Whenever there is a conflict, the bylaws of the corporation shall prevail.

Article 5 Quorum

Section 1. Thirty three percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or any actual meeting is attended by less than one-third or the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Article 4, Section 6, of these bylaws.

Section 2. Subject to section 1 of this article, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 3. Any member's meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than forty-five days. When a members meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Article 6 Voting

Section 1. Subject to the provisions of the California nonprofit public benefit corporation law, members entitled to vote at any meeting of members shall be regular members in good standing as of the record date determined under article 6, section 12 of these bylaws.

Section 2. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before voting begins.

Section 3. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

Section 4. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the California nonprofit public benefit corporation law or by the articles of incorporation.

Section 5. The transactions of any meeting of members, however called or notified and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote not present in person signs a written waiver of notice, a consent to the holding of the

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meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in section 7 of article 4 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

- Section 6. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.
- Section 7. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members. Any action that may be taken at any meeting of the members may be taken without a meeting by complying with article 6, section 8 through 11 of these bylaws.
- Section 8. The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballot shall be mailed or delivered in the manner required by section 4 article 8 of these bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for the election of directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the corporation. If the corporation has a hundred or more members, any written ballot distributed to ten or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.
- Section 9. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- Section 10. A written ballot may not be revoked.
- Section 11. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least 2 years.
- Section 12. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights with respect to any lawful action, the board may, in advance, fix a record date. The record date shall never be more than 60 days before the date of the action to be taken or the meeting to be held.
- Section 13. If not otherwise fixed by the board, the record date for determining members' entitlement to notice of meetings or to vote shall be the business day prior to the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any lawful action shall be the date on which the board adopts the resolution relating to that action, or the sixtieth day before the date of that action, whichever is later.

Article 7 Election of the Board of Directors

- Section 1. The board of directors shall consist of at least five (5) but no more than nine (9) members.

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- Section 2. The chair of board may appoint a committee to coordinate the nomination of qualified candidates for election to the board. The board shall provide notice to members of anticipated board vacancies and request nominations from the members in the first or second PAWMA newsletter of the calendar year in which the election is to be held and post such notice on any PAWMA website on or before June 30th of that calendar year. Nomination guidelines, including but not limited to the requirement that each director shall have studied a martial art in a school different from all other directors but one, shall accompany the notice of vacancies and request for nominations. Nominations will be accepted by the board for thirty (30) days following the publication of the request for nominations in the PAWMA News. Nominated members will be contacted by the board and given an opportunity to communicate to the members the nominees' qualifications and reasons for the nominees' candidacy. The board will provide to members a list of all candidates nominated by the members under this section in the second or third PAWMA newsletter of the calendar year in which the election is to be held and on any PAWMA website on or before June 30th of that calendar year. The nominees' statements may accompany this announcement by the board.
- Section 3. Board members may serve more than one term but such terms shall not be consecutive.
- Section 4. If the corporation has five hundred or more, but fewer than five thousand members, members representing 2 percent of the voting power may nominate candidates for directors by a petition, signed by those members within eleven months preceding the next time directors are to be elected, and delivered to an officer of the corporation. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be voted on along with the names of those candidates named by any nominating committee.
- Section 5. Any member may make nominations for members of the board. Nominations provided by members will be considered by the board or the nominating committee if they have been provided during the time frame in which the board or the nominating committee is considering nominees. If the nomination comes outside of that time window, the nomination will be held and included in the next nomination cycle.
- Section 6. The board shall supervise the preparation, distribution, collection and counting of ballots or other procedures and, with concurrence of the chair of the board, shall rule on all matters pertinent to the election not otherwise defined by these bylaws.
- Section 7. Elections of the members of the board of directors may be done by mail balloting or by written ballot at the annual meeting of members at PAWMA camp. The written ballots shall contain the following information: (1) the name of each candidate, (2) a statement of the candidate's personal history and martial arts background, and (3) information about the candidate's prior leadership in women's organizations and endeavors.
- Section 8. Ballots for the election of members of the board of directors shall be mailed to all members of record in the second or third issue of the PAWMA newsletter in the calendar year of the election. Ballots shall include a provision for members to indicate that they will be unable to attend camp and are casting their vote through the mail. Members will be notified of the date upon which their ballots are due. Ballots received after the date set by the board shall be invalid. The deadline for ballots mailed in may be different than the date that ballots may be cast at PAWMA camp.
- Section 9. Without the board authorization, no corporate funds may be expended to support a nominee for the board other than the inclusion of statement of the candidates in the PAWMA newsletter.
- Article 8 Powers of the Board of Directors.
- Section 1. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and bylaws regarding actions that require the approval of the members, the corporations activities and affairs shall be managed, and all corporate powers shall be exercised by or under the board's direction.
- Section 2. Without prejudice to the general powers set forth in article 8, section 1, of these bylaws, but

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subject to the same limitations, the directors shall have the power to:

- a) Appoint and remove, at the pleasure of the board, all the corporate officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws, and fix their compensation.
- b) Change the principal office in California from one location to another; cause the corporation to be qualified to conduct its activities within or outside of California; and designate any place within California for holding any meeting of members.
- c) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.
- d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 3. The board of directors shall consist of at least five (5) but no more than nine (9) directors until changed by amendment to these bylaws. The exact number of directors shall be fixed within those limits by a resolution adopted by the board of directors. Each director must be a member in good standing of the corporation and shall have studied in a school of martial art.

Section 4. Subject to the provisions of article 8, section 7, all directors shall be elected by postal mail or electronic mail ballot during the last half of each year, or by voice vote at the annual membership meeting, method to be determined by the existing board of directors prior to the annual membership meeting, to hold office for one to three years beginning the first day of November following the election. Each such director, including a director elected to fill a vacancy or elected at a special member's meeting or by written ballot, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. If a director is unable to attend a meeting of the board of directors, that director may appoint a temporary alternate director who would act in the full capacity of the director in her absence. This power may be exercised by each director no more than one time in each calendar year.

Section 5. A vacancy or vacancies shall exist on the occurrence of the following:

- a) The death or resignation of any director;
- b) The removal of a director by a two-thirds vote of the remaining members of the board for just cause. "Just cause" may include failure to attend two consecutive board meetings, failure to attend three board meetings in any twelve month period, or an order of any court that the director has breached a duty arising under section 7238 of the California Corporations Code;
- c) The vote of the members, or, if the Corporation has fewer than fifty members, the vote of the majority of all members to remove a director
- d) An increase in the authorized number of directors;
- e) The failure of the members, at the time of board elections, to elect the number of directors required to be elected by that ballot.

Section 6. Except as provided below, any director may resign by giving written notice to the chair of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If the director's resignation is effective at a later time, the board may elect a successor to take office when the resignation becomes effective.

Section 7. Except for vacancies created by removal of a director by the members, vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors.

Section 8. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

Article 9 Meetings of the Board

Section 1. Meetings of the board may be held at any place that has been designated by resolution of

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the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

- Section 2. Any meeting may be held by conference telephone, e-mail, chat room, or similar communication equipment, as long as all directors in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.
- Section 3. The board of directors shall meet a minimum of six times per calendar year.
- Section 4. Special meetings of the board for any purpose may be called at any time by the chair of the board, or the secretary, or any two directors.
- Section 5. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the person at the director's office or home who would reasonably be expected to communicate the notice promptly to the director; (d) by telegram, charges prepaid, or (e) e-mail or similar electronic means. All such notices shall be given or sent to the director's mailing address, e-mail or other electronic address, or telephone number as shown on the records of the corporation.
- Section 6. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, or e-mail or similar electronic means shall be delivered, telephoned, or given to the telegraph company at least forty-eight hours before the time set for the meeting.
- Section 7. The notice shall state the time of the meeting and the place if one has been established or give instruction for participating in the teleconference, on-line, or other electronic meeting. It need not specify the purpose of the meeting.
- Section 8. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transaction between the corporation and one or more directors or between the corporation and any entity in which a director has material financial interest; (b) creation of and appointments to committees of the board; and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- Section 9. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place.
- Section 10. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given to the directors who were not present at the time of the adjournment.
- Section 11. Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.
- Section 12. Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as may be determined by board resolution to be just and reasonable as to the corporation at the time the resolution is adopted.

Article 10 Committees

- Section 1. The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of one or more directors and other members of the corporation who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be made by the chair and ratified by a majority vote of the directors then in office. At the time any committee is appointed, its duties, responsibilities and powers shall be delineated by the board.

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- Section 2. Under no circumstances shall a committee of the board have the authority to do any of the following acts:
- a) Take any final action on any matter that, under California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members.
 - b) Fill vacancies on the board or on any committee that has the authority of the board;
 - c) Fix the 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 board resolution that by its express terms is not so amendable or repealable;
 - f) Create any other committees of the board or appoint the members of committees of the board;
 - g) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
 - h) With respect to any assets held in charitable trust, approve any contract or transaction between the corporation and one or more of its directors or between the corporation and an entity in which one or more of its directors has a financial interest, subject to the special approval provisions of section 5233 (d) (3) of the California Corporations Code.
- Section 3. Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for the regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution or the committee. Minutes of each meeting of the committee of the board shall be kept and filed with the corporate records. The board may adopt rules for the government of any committee that are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

Article 11 Officers

- Section 1. The officers of the corporation shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights if any of any officer under any contract of employment.
- Section 2. Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the board.
- Section 3. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.
- Section 4. 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 appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Article 12 Duties of Officers

- Section 1. The chair of the board shall preside at board meetings and shall exercise and perform such other powers and duties as the board may assign from time to time. The chair shall have the power to appoint the chairperson and members of all committees of the board, and, except as otherwise instructed by the board, have general supervision over all the affairs of the corporation with the assistance of the membership, the board, and other board committees. The chair shall serve as an ex officio member of all committees appointed by the board of directors and shall make reports of the association's activities at the regular meetings of the board.
- Section 2. It shall be the duty of the vice chair to assist the chair in the performance of her duties, and to assume the responsibilities of the office of the chair when, for any cause, the chair is

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unable to act. When so acting, a vice chair shall have all the powers of, and be subject to all restrictions on, the chair. The vice chair shall have such other powers and perform such other duties as the board or bylaws may prescribe.

- Section 3. It shall be the duty of the secretary to keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of the committees of the board, and of the members meetings. The minutes of meetings shall include the time and place of holding, whether meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the board and committee meetings, and the number of members present or represented at member's meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date. She shall handle all correspondence of the corporation and maintain corporation files, notify members of the board of directors of all board meetings, and perform such other duties as may be required by the board. When, for any cause, both the chair and the vice chair are unable to act, it shall be the duty of the secretary to assume the responsibilities of the office of the chair.
- Section 4. The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by board resolution, a record of the corporation's members, showing each member's name and address.
- Section 5. It shall be the duty of the treasurer to keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, these bylaws, or by the board to be given. The books of account shall be open to inspection by any director at all reasonable times. It shall be the duty of the treasurer to maintain an accurate record of all receipts and disbursements of the corporation and to see that a complete account of the corporation's financial condition is available at each regular meeting of the board, including the receipts and disbursements which have taken place since the preceding board meeting. The treasurer shall also see that a permanent record book is kept, by name, of all association members. When for any cause, the chair, vice chair, and secretary are unable to act, it shall be the duty of the treasurer to assume the responsibilities of the office of the chair.
- Section 6. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the chair and the board when requested, an account of all transactions and the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

Article 13 Insurance and Indemnification

- Section 1. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in section 7237(a) of the California corporations code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in the connection with any "proceeding" as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in this bylaw, shall have the same meaning as in section 7237(a) of the California corporation's code.
- Section 2. On written request to the board by any person seeking indemnification under section 7237(b) or (c) of the California Corporations Code, the board shall promptly determine under section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 7237(b) and (c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to the

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proceeding, the board shall promptly call a meeting of the members. At that meeting, the members shall determine, under section 7237(e), whether the applicable standard of conduct set forth in section 7237(b) or (c) has been met and, if so, the members present at the meeting shall authorize indemnification.

- Section 3. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this article in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined by the board that the person is entitled to be indemnified by the corporation for those expenses.
- Section 4. The corporation shall have the right to purchase and maintain insurance to the full extent of the law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity to arising out of the officer's, director's, employee's or agent's status as such.

Article 14 Records and Reports

- Section 1. The corporations shall keep: (1) adequate and correct books and records of account; (2) written minutes of the proceedings of its members, board, and committees of the board; and (3) a record of each members name, address, and class of membership.
- Section 2. Each member of the corporation shall have the following inspection rights, for a purpose reasonably related to the member's interest as a member:
1. Inspect and copy the records of the member's names and addresses during usual business hours on five days prior written demand to the corporation, which demand must state the purpose for which the inspection rights are requested; or
 2. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of the names and addresses of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of the demand, specified by the members. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after (I) the demand is received; or (ii) the date specified in the demand as the date as of which the list is to be compiled.
- The corporation may, within ten business days after receiving the demand under this section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.
- If the corporation reasonably believes that the information would be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative, it may deny the member access to the membership list.
- Any inspection under this section may be made in person or by the members agent or attorney. The right of inspection includes the right to copy and make extracts.
- Section 3. Every director shall have the absolute right at any time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of the document.
- Section 4. On written demand to the corporation, any member may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, board, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member.
- Section 5. The corporation shall keep at its principal business office in this state, the original or a copy of the article of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

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- Section 6. The board shall cause an annual report to be furnished, not later than one hundred twenty (120) days after the close of the corporation's fiscal year, to all directors of the corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:
1. The assets and liabilities, including the trust funds of the corporation as of the fiscal year
 2. The receipts and expenses of the corporation during the fiscal year
 3. A statement of the place where the names and addresses of the current members are located; and
 4. Any information that is required by section 7 of this article.
- The corporation shall notify each member annually of the member's right to receive a financial report under this section.
- This section shall not apply if the corporation receives less than ten thousand (\$10,000) in gross revenues or receipts during the fiscal year.
- Section 7. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to its members and furnish to its directors a statement of any kind of transaction or indemnification of the following kinds within one hundred twenty (120) days of the end of the fiscal year:
1. Any transaction that occurred with a director or officer of the corporation, or a series of such transactions with such a person, that involved more than fifty thousand dollars (\$50,000), including a brief description of the transactions, the persons involved, their relationship to the corporation, the nature of their interest in the transaction and, when practicable, the amount of that interest;
 2. A brief description of the amounts and circumstances of any loans, guarantees, indemnifications, or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation pursuant to the provisions of these bylaws, unless the loan, guarantee, indemnification, or advance has already been approved by the members of the corporation under section 5034 of the California corporations code, or the loan or guarantee is not subject to the provisions of subdivision (a) of section 7235(a) of that code.

Article 15 Amendments

- Section 1. Subject to the rights of the members under sections 2, 4, and 5 of this article, the board may adopt, amend, or repeal bylaws unless the action would:
1. Materially and adversely affect the member's rights as to voting, dissolution, redemption, or transfer;
 2. Increase or decrease the number of members authorized in total;
 3. Effect an exchange, reclassification or cancellation of all or part of the membership;
 4. Authorize a new class of membership.
- Section 2. Once members have been admitted to the corporation, the board may not, without the approval of the members, specify or change any bylaw provision that would:
1. Fix or change the authorized number of directors; or
 2. Fix or change the minimum or maximum number of directors.
- Section 3. If any provision of these bylaws requires the vote of a larger proportion of the board than otherwise required by law, such provision may not be altered, amended or repealed except by that greater vote.
- Section 4. Without the approval of the members the board may not adopt, amend, or repeal any bylaw that would:
1. Increase or extend the terms of the directors;
 2. Allow any director to hold office by designation or selection rather than by election by a member or members;
 3. Increase the quorum for members meetings
 4. Authorize cumulative voting; or
 5. Create new proxy rights.
- Section 5. New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed

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except by a vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected. Any provision of these bylaws providing for the designation or selection rather than election of any director, may be adopted, amended or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such directors.

Certified and signed by Robin Rosario, Secretary of the Corporation on January 18, 1987.