

BYLAWS (RESTATED)
OF
EARTHSAVE INTERNATIONAL

A nonprofit corporation
Adopted June 1, 1998
Revised through December 2004

BYLAWS
OF
EARTHSAVE INTERNATIONAL
A CALIFORNIA NONPROFIT CORPORATION

ARTICLE I

GENERAL PROVISIONS

- 1.1. The following provisions shall constitute the general operating Bylaws of EarthSave International (ESI), “The Corporation”, and shall be in lieu of all Bylaws heretofore in force and the same are hereby repealed.
- 1.2. Words and phrases specifying or naming any Officer, Board Director, Board, or Committee of ESI shall be construed as including the lawful successor, or the person or persons having the powers and performing the duties of such Officer, Board Director, Board or Committee.
- 1.3 Any and all of these Bylaws may be repealed or amended, or additional Bylaws may be adopted by authority of the Board of Directors.

ARTICLE II

ORGANIZATION

2. 1. **Organization:**
The name of this organization is EarthSave International (ESI), a Non-Profit Corporation organized under the laws of the State of California.
2. 2. **Seal:**
This organization shall have a seal which shall be in conformity with the State of California.

ARTICLE III

OFFICES

3. 1. **Principal Office:**
The Principal office of the Corporation shall be located at 67-76 Booth St., 3C, Forest Hills, New York 11375. The Board of Directors may change the principle office when it so desires.
3. 2. **Other Offices:**
The Corporation may also have offices in other places, within any state, or California as the Board of Directors may determine or the business of the Corporation may require.

ARTICLE IV

OBJECTIVES AND PURPOSE

4.1. Mission Statement:

EarthSave promotes food choices that are healthy for people and the planet. We educate, inspire and empower people to shift toward a plant-based diet and to take compassionate action for all life on earth.

4.2. Strategy:

This is accomplished through educational outreach at both the national level and through local chapters working around the country. Additional goals include creating international marketing and public relations programs, building membership and chapters, and forming alliances with companies and organizations with compatible goals.

ARTICLE V

MEMBERSHIP

5. 1. Membership in ESI may come in the categories of Individual, Local Organization, and Associate Memberships. Categories of membership may be added or deleted by the Board of Directors.

5.2. Individual Membership:

ESI will strive to encourage as many individual memberships as possible. Membership will be solicited and drawn from the public at large. Individual members will pay an annual fee, set by the Board of Directors, for such membership to ESI to support ESI's ongoing works, and to receive any benefits associated with such membership.

5.3. Local Organizations:

ESI encourages the formation and charter of Local Organizations, Chapters, and other structural units designed to bring together Individual ESI Members to carry on the mission and values of ESI in as many regions as possible.

5.4. Associate Membership:

Shall be open to corporations, businesses and services, and/or their representatives who conduct business or services consistent with the mission and goals of ESI. Associate Members must first be approved by the Board of Directors. Associate Members will pay an annual fee to ESI, on a scale determined by the Board and must pledge their support to ESI. Associate Members may also be in the form of sponsorships.

5.5. Determination of Members.

This corporation shall make no provisions for members. However, pursuant to any applicable statute, which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require approval of the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

6.1. Powers:

The business of the corporation shall be managed by and under the direction of the Board of Directors, which shall exercise all powers of the Corporation and do all such lawful acts and things not prohibited by statute or by the Articles of Incorporation of these Bylaws.

6.2. Function: It shall be the function of the Directors to:

6.2. a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.

6.2. b.: Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all officers, agents and employees of the Corporation.

6.2. c.: Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.

6.2. d.: Meet at such times and places as required or permitted by these Bylaws.

6.2. e.: Register their addresses with the Secretary of the Corporation, and notices of meetings mailed, emailed or telegraphed to them at such addresses shall be valid notices thereof.

6.3. Number:

The number of voting members of the Board of Directors shall not be more than twenty in accordance with these Bylaws such number is increased by amendment to these Bylaws.

6.4. Eligibility:

Requirements for the position of Director will be determined by the specific types of Directorship held as determined by these Bylaws. Directors need not be residents of California in order to be a Director of the Corporation. Directors must abide by the Duties and Responsibilities listed in these bylaws.

6.5. Duties and Responsibilities of Directors:

Directors must ascribe to the following. Failure to do so shall result in an inability to function as a Director. All Directors must:

- i. be an individual who subscribes to the Objectives and Purpose of ESI,
- ii. agree to join the organization promptly, if not a current member at the time of election, and keep a current membership,
- iii. receive no compensation or honoraria from the Corporation,
- iv. be present, in person or via teleconference, for at least 50% of the regularly scheduled board meetings, unless an excused absence is accepted by the board of directors,
- v. actively participate in ESI's annual High Donor fund drive in a manner commensurate with the work of other Board Members, unless excused from such participation by the board of directors,
- vi. fulfill other tasks as decided by a majority of the Board.

6.6. Election of Directors and Term:

Directors, unless expressly provided otherwise in these Bylaws, shall be elected at a board meeting for a three-year term by those Directors present and eligible to vote on the Board. A Director may serve one additional consecutive term if duly elected by the Board of Directors pursuant to these Bylaws. Unless

determined otherwise by a vote of the Board, newly elected Directors shall commence their term of office at the conclusion of the Board meeting in which they are elected or confirmed.

6.7 Nominee Directors:

The Nominating Committee, or the Executive Committee of the board if there is not a nominating committee then acting, may make suggestions for Board positions. A Nominee Director may be asked to attend one or more full Board Meeting to introduce himself/herself, and make acquaintances mutual. Nominee Directors have no voting powers at meetings.

6.8. Vacancies:

Vacancies occurring as a result of the resignation, death or removal a Director, or the alteration of the size of the Board, may be filled by the vote of a majority of the Directors then in office. Any Candidate Director who is elected to fill a vacancy in mid-term shall serve the remaining term of office for the directorship so filled. Any Director who fills a vacated Directorship and serves for two years or greater, shall be considered to have served a full term for purposes of election eligibility.

6.9. Regular Meeting:

Regular meetings of the Board of Directors may be called by the Chairperson of the Board and shall be held at the time and place designated in the notice of the meeting. Notice of the time and place of any meeting shall be given in writing to each Director not less than thirty days prior to the meeting, unless such notice is not practicable. Regular meetings may be conducted in person or via teleconference. The Board of Directors shall meet not less than two times each year.

6.10. Special Meetings:

Special meetings of the Board of Directors may be called by the Chairperson of the Board, any two officers of the Corporation, or any three Directors. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person or persons calling the meeting. Notice of the time and place of the special meeting shall be given in writing to each Director not less than ten days prior to the meeting, and shall state the purpose(s) for which the meeting is called, if time so permits. Special meetings shall be conducted via teleconference unless a majority of the Board of Directors decides otherwise.

6.11. Notice; Waiver of Notice:

Whenever any notice is required to be given under provisions of the Articles of Incorporation or these Bylaws, unless otherwise specified in these Bylaws, such notice shall be deemed given at the time when the same is sent via email or personally delivered in writing, but notice sent by mail shall also be deemed given seven days after it is deposited in the United States mail with first class postage thereon prepaid, or delivered to a common carrier for overnight or next business day delivery. A waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection also shall constitute waiver of any required notice. Neither the business to be transacted nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. In the case of special meetings, however, the purpose or purposes of the meeting shall be described in the notice.

6.12 Quorum:

A majority of the number of Directors in Office shall constitute a quorum at any meeting of the Board of Directors but, despite the absence of a quorum, any meeting of the Board may be adjourned by a majority of the Directors present. When a quorum of Directors is present at any meeting of the Board, any act of the majority of the Directors present shall constitute the act of the Board of Directors, unless a different vote is required by law or by these Bylaws.

6.13 Executive Session:

The Board of Directors may adjourn to executive session at any time it feels at its discretion that it is necessary or appropriate for the benefit of the organization. At the direction of the Chairperson of the Board,

or upon the request of any two Directors, a matter shall be discussed in executive session.

6.14. Action by Unanimous Consent:

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of the Board of Directors or the committee, as the case may be, and- such written consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors or the committee. Such writing may be by email.

6.15. Resignation and Removal of Directors:

6.15.a. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Chairperson or Secretary.

6.15.b. Directors may be removed at any meeting of the Board of Directors duly called and at which a quorum is present, by the affirmative vote of two-thirds of the Directors then in office.

Grounds for removal may be one or more of the following:

- i The director is not in good and reputable standing with ESI,
- ii The director is unable or unwilling to fulfill the requirements set forth in Article VI,
- iii The director is involved in conduct or activities either illegal and/or prejudicial to the welfare, goals and values of ESI, or
- iv It is deemed to be in the best interest of the organization.

6.16. Compensation and Reimbursement:

No member of the Board of Directors shall receive compensation for rendering services to the Corporation as a Director. As part of their commitment to the organization directors shall cover their travel and associated expenses. The Board of Directors may, however, allow and approve reasonable advancement or reimbursement for expenses incurred by the Directors in the performance of their regular duties including actual and necessary expenses incurred in attending Directors' meetings.

6.17. Minutes:

The Board of Directors shall keep minutes of all annual, regular and special meetings of the Board of Directors and the proceeding thereof. The Secretary shall be responsible for the taking and preparation of accurate minutes. In the event the position of Secretary is vacant, or the Secretary is unable to do so, the Chairperson may direct the Executive Director to prepare minutes. In the case where the Executive Director is unable or unwilling to do so, the Chair may select another Officer or Board Member present to prepare minutes.

6.18 Non-Liability of Directors:

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. The Corporation will indemnify and hold harmless Directors, their assigns and heirs when carrying out their duties for the Corporation in good faith.

ARTICLE VII

COMMITTEES OF DIRECTORS

7.1. Committees:

In addition to the standing committees designated in this article (the "Standing Committees"), the Board of Directors may, by resolution, designate one or more committees of the Board. The Directors of each

Committee may then assemble a group, which may include non-Directors to pursue the goals of said Committee. Each Committee shall be actively Chaired by a Director, unless a majority of Directors determines otherwise. No committee of the Board of Directors shall have the power to amend the Articles of Incorporation or the Bylaws of the Corporation. The Chairperson shall appoint the committees with approval of the Board of Directors.

7.2. Standing Committees:

The Standing Committees of the Directors may, at the discretion of the Board of Directors, be as follows:

7.2.a. Executive Committee:

The Executive Committee shall consist of the Chairperson of the Board, the Executive Director, all Vice Presidents, Secretary and Treasurer, and other Directors as elected by the Board. The Executive Committee shall have and may exercise any and all power and authority of the Board of Directors in the management of the business affairs of the Corporation when the Board is not in session.

7.2.b. Finance Committee:

The Finance Committee shall consist of at least one Board member and the Treasurer. The Chairperson of the Committee, shall be the Treasurer of the Corporation. The finance committee shall have the power to meet periodically with the Corporation's management and auditors to discuss internal accounting and financial controls; to review internal staff; to review and make recommendations on all contracts to which the Corporation is a party that involve a financial adverse risk to the Corporation, to initiate and supervise any special financial investigation it deems necessary; to consult with the Corporation's management regarding, and to periodically review, the financial condition of the Corporation; and to review and make recommendations to the Board regarding the annual budget of the Corporation.

7.2.c. Board Nomination Committee:

The Board Nomination Committee shall consist of such Directors as the Chairperson of the Board may appoint with the approval of the Board of Directors. Each member of the Committee shall have one vote.

The Board Nomination Committee shall have the power, authority and duty to receive nominations of potential Directors, to recommend potential Directors to the Board, to provide a slate to fill vacating Directors positions to the Board, to provide to the Board of Directors recommendations of people qualified to fill untimely vacancies on the Board of Directors, and to interview candidates for the positions of President and President-Elect and provide to the Board of Directors its recommendations for President and President-Elect of the organization.

7.2.d. Development:

The Development Committee shall review and make recommendations to the Board of Directors concerning current and proposed sources of funding for the Corporation's International office and Chapter organizations. Committee members will also play an active role in raising funds for the Corporation.

7.2.f. Marketing and Public Relations:

The Marketing and Public Relations Committee shall help develop and review the Corporation's strategic marketing and public relations policy and offer advice and expertise and assistance with the Corporation's internal and external communications process. This Committee will have jurisdiction over the Corporation's advertising programs, and will otherwise strive to achieve a high level of positive public visibility for the Corporation through any reasonable means.

7.3. Committee Funding:

Unless a Committee has its own sources, funding for ongoing Committee pursuits will be authorized by the Board of Directors from available funds. No Committee is authorized to commit Corporate funds without prior authorization.

7.4. Compensation and Reimbursement:

No member of a Committee of the Board of Directors shall receive compensation for rendering services to the Corporation as a Committee Member. As part of their commitment to the organization, Committee Members shall cover their travel and associated expenses. The Board of Directors may, however, allow and

approve reasonable advancement or reimbursement for expenses incurred by the Committee Members in the performance of their regular duties including actual and necessary expenses incurred in attending Committee meetings.

7.5. Tenure:

Subject to the provisions of Section 7.9 and 7.10 of this Article, each member of any Standing Committee or any other committee shall hold office until he or she resigns or is replaced on the committee by a person selected by the Board of Directors.

7.6. Meeting and Notices:

Regular meetings of committees of the Board of Directors may be held without notice at such times and places as the majority of the committee or its Chairperson shall determine. Special telephone meetings of committees may be called by any member thereof upon not less than 24 hours advance notice to each member of that committee stating the place, date and hour of the meeting, which notice shall be given by email or phone message. Any member of a committee may waive notice of any meeting thereof, either before or after the meeting. Attendance at such meeting shall constitute waiver of such notice.

7.7. Quorum:

A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof. The vote of a majority of the members of a committee presiding at a meeting at which a quorum is present shall constitute action of the committee.

7.8. Action By Unanimous Consent:

Section 6.14 is hereby incorporated by reference into this Article, and its provisions shall apply to all committees and members of the committees to the same extent that they apply to the Board of Directors and all Directors.

7.9. Removal and Resignations:

Any member of any committee may be removed at any time by resolution adopted by a majority of the Directors then in office. Any member of a committee may resign from the committee at any time by giving written notice to the Chairperson of said Committee. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof.

7.10. Vacancies:

Any vacancy occurring on any of the committees shall be filled by appointment of the Chairperson of the Board and ratified by the Board of Directors unless the Board of Directors decides to allow the committee to fill any vacancies. Any Director who is appointed to fill such vacancy in mid-term shall serve the remaining term of office for the committee position so filled.

7.11. Minutes:

All Standing Committees and committees established by the Board of Directors shall keep regular minutes of their proceedings, whether meetings are in person or by telephone, and the chairperson of each committee shall prepare a report regarding progress and any actions taken to the Board of Directors at the next meeting thereof held after the committee meeting.

ARTICLE VIII

OFFICERS

8.1. Positions:

The officers of the Corporation may include the Chairperson of the Board, Vice Chair, Executive Director, Secretary and the Treasurer and such other officers as the Board of Directors may appoint, including one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, who shall exercise such powers and

perform such duties as shall be determined in accordance with these Bylaws or by the Board. A President may also be elected. Any officers may be elected from among the members of the Board of Directors. Unless determined otherwise by a vote of the Board, newly elected officers shall commence their term of office at the conclusion of the Board meeting in which they are elected. An officer may serve as a member of the Board of Directors at the discretion of the Board of Directors.

8.2. Election and Term of Office:

Each officer of the Corporation except the President and Executive Director shall be elected annually by the Board of Directors and shall serve for one year or until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal from office in accordance with these Bylaws.

8.3. Chairperson of the Board:

The Chairperson of the Board shall preside at and set the agenda for meetings of the Board of Directors.

8.4. President:

8.4.1. The President, if any, shall report to the Board of Directors. The President must adhere to the objectives and goals of the Corporation and all policies and guidelines as established by the Board from time to time. To be considered for President, a person must possess the ability and willingness to travel frequently, sometimes on short notice, and to represent EarthSave's goals and policies to the public to the best of his/her abilities.

8.4.2. The President of the Corporation shall be elected by an affirmative vote of a majority of the members of the Board and shall serve for a two-year term. If the President's position is vacated before the expiration of the term, another individual selected to fill the vacancy may serve the remainder of the term. The President may be elected for additional terms at the discretion of the Board of Directors.

8.4.3. Except as otherwise provided in a resolution adopted by the Board of Directors, the President shall act as the principle spokesperson on behalf of the Corporation before the public in the pursuit of the Corporation's programs, projects, or related matters. The duties and responsibilities shall include:

(a) Acting as an official spokesperson for the Corporation on the international, national, state and local levels, including media activities, press conferences and addressing other organizations and meetings, reflecting at all times accepted and approved national policies and positions of the Corporation;

(b) Participating in activities designed to assure adequate funding for the Corporation through presentations and other events to potential funding sources, including corporations, foundations, and major individual givers;

(c) Maintaining contact with the state organizations and chapters and making presentations as requested;

(d) Maintaining contact with other international and national organizations and groups involved with the issues of food choices, animal agriculture, natural health, environment . peace/social justice and spirituality pursuing non-violence.

(e) Performing such other duties as may be requested from time to time by the Board of Directors.

8.4.4. The President shall closely coordinate his/her activities and appearances with the Executive Director or such office staff as the Executive Director may designate. If the President is unable or unwilling to act, the President-Elect or any Vice President shall be expected to perform the duties of the President to the extent directed by the Board of Directors.

8.4.5. Notwithstanding other provisions in these Bylaws pertaining to compensation of directors and officers, any compensation paid to the person performing the duties of President shall be determined in the discretion of the Board of Directors.

8.5. Executive Director:

The Executive Director shall be employed by and report to the Board of Directors. The Executive Director shall be the chief operating officer of the Corporation, and shall, subject to the control of Board of Directors, generally supervise, direct and control the day-to-day management of the business and affairs of the Corporation, including, without limitation, the following responsibilities: charge and control of the work of the Corporation and of its field or organization and property. The Executive Director shall employ such employees as necessary in accordance with the budget adopted for the year, and direct their work. The Executive Director shall attend meetings of the Board of Directors and shall make periodic reports to the Board of Directors. The Executive Director shall also keep in regular contact with all Chapters and Field Organizations.

8.6. Vice-Presidents:

The Board of Directors may appoint Vice Presidents, who shall have such duties as may be given by the Board of Directors from time to time.

8.7. Secretary:

The Secretary or, in the event of the Secretary's inability or refusal to act, an Assistant Secretary shall attend all meetings of the Board, of Directors, and shall record, or cause to be recorded, all the proceedings of the meeting of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the Standing Committees, when required. The Secretary shall have custody of the corporate seal of the Corporation, and the Secretary, or the Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or by the signature of the Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature. The Secretary or an Assistant Secretary may also attest all instruments signed by the officers of the Corporation. The Secretary shall be Keeper of the Corporate Records and shall fulfill the function of Clerk.

8.8. Assistant Secretary:

The Assistant Secretary, or if there may be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there shall have been no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other powers as the Board of Directors may prescribe.

8.9. Treasurer:

The Treasurer shall be the chairperson or a member of the Finance and Audit Committee of the Board of Directors and shall have general oversight responsibility for the financial affairs of the Corporation. The Treasurer shall render to the Board of Directors at the Board's regular meetings, or when the Board of Directors so requires, but not less than quarterly, an account of the financial condition of the Corporation. The Treasurer shall perform such other duties and have such other powers as the Board of Directors may prescribe.

8.10. Resignation and Removal:

8.10.1 Any officer may resign at any time by delivering a written resignation to the Chairperson or the Secretary of the Board of Directors. Unless otherwise specified therein, such resignations shall take effect upon receipt thereof.

8.10.2 Any Officer may be removed from office by the Executive Committee or by affirmative vote of a majority of the members of the Board of Directors then in office.

8.11. Bond:

If required by the Board of Directors, any officer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of that office and for the restoration to the Corporation, in case of their death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind, in their possession or under their control and belonging to the Corporation. Payment of the bond shall be by the Corporation.

8.12. Authority for Expenditures:

The Treasurer and Executive Director shall each have the authority, in her or his respective sole discretion, pursuant to his or her signature to approve and direct expenditures in accordance with the budget previously adopted by the Board, and may make expenditures on behalf of and in the best interest of the Corporation up to an amount as may be determined by the Board of Directors from time to time.

8.16. Compensation:

The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation, provided, however, that such compensation paid a Director for serving as an officer of this Corporation shall only be allowed if permitted under the other provisions of these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

ARTICLE IX

LOCAL ORGANIZATIONS

9.1. Local Organizations:

There shall be local organizations within the Corporation, which shall consist of chapters and other structural units organized and operated according to the policies and procedures of the Corporation approved by the Board of Directors, all of which organizations shall be considered integral parts of the Corporation. Chapters and Local Organizations shall work in accordance with, and within the bounds and specifics set forth in the current ESI Chapter Manual, as authorized by the Board, and amended periodically. Local organizations shall encompass boundaries and have names as designated by the Corporation and shall be empowered to take action on local matters of concern, as well as more global and national issues. In fulfilling these guidelines, the Corporation will grant a Charter for the Chapter or Local Organization to function as a member and part of the Corporation.

9.2. Local Officers/Core Leaders:

The directors and officers of a chapter or other structural unit shall be elected and hold office in accordance with the policies and procedures of the Corporation. They are not directors or officers of the Corporation. Proxy voting on any matter concerning a chapter or other structural unit is prohibited. Any local officer or core leader may be removed by the Board of Directors or the Executive Committee of the Board of Directors if such removed is determined to be in the best interest of the Corporation by the Board or Executive Committee in its sole discretion.

9.3. Termination of Charter:

A charter of a chapter or other structural unit may be revoked in accordance with the Corporation's policies and procedures upon the failure of a chapter to adhere to the Bylaws of the Corporation or the policies and procedures of the Corporation or a particular failure to follow guidelines and procedures as set forth in the current ESI Chapter Manual. It may also be revoked if determined by the Board of Directors, in its sole discretion, to be in the best interests of the Corporation. Procedure and notice of termination shall adhere to established policies and procedures of the Corporation. The termination of a chapter shall not automatically terminate the membership of any Members.

9.4. Local Organization and Chapter Support:

The Corporation shall strive to serve the Local Organizations and Chapters to the best of its ability, with advice, guidelines, support materials, information, web support, etc.

ARTICLE X

LEGAL MATTERS

10.1. Indemnification:

10.1.a. Unless expressly prohibited by law, the Corporation shall indemnify any person, his or her heirs, successors and/or assigns, made or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative), whether such is an action by or in the right of the Corporation or otherwise, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation (all of such persons being sometimes referred to in these Bylaws as a "Corporate Functionary"), against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, except that no indemnification shall be made in relation to matters as to which such person shall have been finally adjudged in such action, suit or proceeding to be liable to the Corporation.

10.1.b. Any indemnification under this Section shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Corporate Functionary is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Section. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum of disinterested Directors or (ii) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

10.1.c. The rights of indemnification provided for in this Section shall be in addition to all rights to which any Corporate Functionary may be entitled under any agreement or as a matter of law or otherwise, and shall inure to the benefit of the Corporate Functionary's estate, heirs, executors and administrators. If this Section or any portion hereof shall be invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each Corporate Functionary to the full extent permitted by any applicable portion of this Section that shall not have been invalidated.

10.1.d. The Corporation may purchase and maintain insurance on behalf of any Corporate Functionary against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section.

ARTICLE XI

CORPORATE RECORDS, REPORTS AND SEAL

11.1. Maintenance:

The Corporation shall keep at its principal office, or at such place as the Board of Directors deems best:

11.1.a. Minutes of all meetings of Directors, indicating the time and place of holding such meetings, whether regular or special, and the names of those present and the proceedings thereof.

11.1.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.

11.1.c. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

11.2. Corporate Seal:

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

11.3. Directors' Inspection Rights:

Every Director shall have the absolute right at any reasonable time to inspect and copy all financial books and records of the Corporation.

11.4. 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.

11.5. Annual Report:

The Board may at its discretion cause an annual report to be furnished to all Directors of the Corporation and to any member who requests it in writing, which report may contain the following information in appropriate detail:

11.5.a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

11.5.b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

11.5.c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

11.5.d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

11.5.2. The annual report may be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE XII

FISCAL YEAR

12.1. Fiscal Year of the Corporation:

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XIII

AMENDMENT

13.1. Amendment of Articles:

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

13.2. Amendment:

Subject to any provisions of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them may be altered, amended, or repealed and new Bylaws adopted by a majority of the Board of Directors.

ARTICLE XIV

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

14.1. Prohibition Against Sharing Corporate Profits and Assets:

No Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profits from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors, and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

14.2. Non-Profit Operation:

The Corporation will not have or issue shares of stock. No dividends will be paid. No Director, officer, or committee member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No majority part of the activities of the Corporation shall be for the carrying on of activities not permitted to be carried on: (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or, (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively, for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as the Board of Directors shall determine. Any such assets not so disposed shall be distributed by an appropriate Court to another charitable organization to be used in such manner as in the judgment of the Court will best accomplish the purposes for which the Corporation was organized.

ARTICLE XV

SEVERABILITY

15.1. If any section or portion of any section of these Bylaws shall be declared invalid, it shall not affect the validity of any other section or portion thereof.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Restated Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth herein.

Dated: December 6, 2004

A handwritten signature in black ink that reads "Caryn Hartzler". The signature is written in a cursive style with a large initial 'C' and a long horizontal stroke at the end.

Secretary