

**SECOND AMENDED AND RESTATED BYLAWS OF
CONSORTIUM OF UNIVERSITIES FOR RESEARCH
IN EARTHQUAKE ENGINEERING
(CUREE) a California Nonprofit Public Benefit Corporation**

CUREE amends and fully restates its Bylaws as set forth hereunder:

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in Contra Costa County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the Corporation's principal office can be changed only by amendment of these Bylaws.

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. PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Corporation shall be:

To promote and to perform research and education pertaining to the design, analysis, and construction of earthquake-resistant structures and facilities and closely related aspects of other fields such as earth sciences, architecture, planning, emergency management, public policy, and economics, such activities hereafter referred to as "Earthquake Engineering." To this end, the Corporation's objectives may include, but not be limited to, the following.

A. Identify needs and establish priorities for Earthquake Engineering research directed at problems faced by seismic regions.

B. Collect, analyze, compile, and correlate seismic and engineering data and information and undertake experimental and theoretical investigations with the specific objective of developing safe and economically feasible methods of earthquake resistant design and construction.

C. Prepare and publish reports, position papers, technical papers, books, and other documents, and hold seminars and workshops as necessary to meet the objectives of the organization.

D. Establish, maintain, and manage consortia for the purpose of addressing Earthquake Engineering needs.

E. Establish, maintain, and operate libraries and laboratories related to Earthquake Engineering research.

F. Establish, maintain, and operate facilities and employ personnel for the investigation of the effects of earthquakes on structures and facilities.

G. Establish cooperative programs as appropriate with research workers in foreign countries and with state, national and international organizations concerned with earthquake hazard mitigation.

H. Represent and act for and on behalf of its Members and others with respect to the foregoing objectives.

I. Promote the Earthquake Engineering programs of the Admitted Universities, as defined in Article 3, Section 1 below.

J. Solicit support for its activities and accept funds from any private or public source.

K. Purchase, receive, own, manage, and control, hold, sell, exchange, mortgage, hypothecate, convey, lease or otherwise dispose of real and personal property of all kinds and any and every interest therein in connection with the performance of any of the objectives or purposes herein specified, or which may appear conducive thereto.

L. Establish, maintain, and operate such offices, laboratories and facilities as may be necessary or appropriate to carry out any of the foregoing objectives or purposes.

M. Act to meet the objectives of the organization on behalf of all Members or any other persons, firms, or Corporations, public or private, either directly or through such agents or instrumentalities as this Corporation shall select.

ARTICLE 3. MEMBERS

SECTION 1. DEFINITIONS

The following definitions shall be applicable to these Bylaws, (reference to the plural shall include the singular):

A. “Admitted Universities” means universities which have been admitted as a Member by the Board of Directors in its sole discretion.

B. “Unadmitted Universities” means colleges or universities other than Admitted Universities.

C. “Faculty” means individuals employed in teaching or research positions at Admitted Universities or Unadmitted Universities, and who are authorized by their respective Admitted University or Unadmitted University to serve as a Principal Investigator on research grants.

D. “Retired Faculty” means Faculty of an Admitted University or Unadmitted University that have retired from employment therewith, excluding termination of employment other than retirement by such Admitted University or Unadmitted University, or voluntary resignation under threat of termination.

E. Non-Faculty Directors means individuals who are not Faculty and who currently serve, or who have formerly served, as a member of the Board of Directors.

F. “Members” means the members of this Corporation as specified in Article 3, Section 2 below.

G. “Principal Investigator” means a Faculty who meets the qualifications of a “Principal Investigator” as such term is defined by the National Science Foundation.

SECTION 2. CATEGORIES OF MEMBERS

There are four (4) categories of Members as specified below: Admitted Universities, Faculty of Admitted Universities, Faculty of Unadmitted Universities, and Non-Faculty Directors. The requirements of eligibility for each category are as specified below, provided, however, that all persons and entities admitted to membership of this Corporation prior to the effective date of the adoption by the Members of these Bylaws shall continue in the status as Members after such adoption.

A. Admitted Universities.

(1) Eligibility Requirements. The following are the requirements to be eligible for, and to maintain membership in, the Corporation:

(a) Admission is limited to research universities in the United States of America which have demonstrated interest and a strong research and education program in Earthquake Engineering, as determined by the Board of Directors in its sole discretion. Founding Admitted Universities are the California Institute of Technology, Stanford University, the University of Southern California, and the following

University of California campuses: Berkeley, Davis, Irvine, Los Angeles, and San Diego;

- (b) Approval by the Board of Directors, within its sole discretion, of a university's written application for admission to membership; and
 - (c) Compliance with any and all requirements of these Bylaws, including, without limitation, payment of dues and admission fees as set by the Board of Directors.
- (2) Representatives. Each of the Admitted Universities, through its respective dean of its school of engineering (or if there is no such position, through such person holding a title most similar to a dean of the school of engineering) shall designate one (1) ("Representative"), who is empowered to represent such Admitted University, provided however, that in order to be eligible to serve as a Representative, he or she must at the time of such designation, be an individual Member in the category of Faculty of an Admitted University. A Representative may designate, from time to time, an individual Member in the category of Faculty of the same Admitted University as the Representative to serve as such Representative's alternate, ("Alternate"), provided however, that such Representative shall make such designation in writing. From time to time, the Representative may revoke such designation and designate another individual Member in the category of Faculty of the same Admitted University to serve as Alternate, provided however, that such Representative shall make such revocation and designation in writing.

B. Faculty of Admitted Universities.

- (1) The following are the requirements to be eligible for, and to maintain membership in, the Corporation:
 - (a) Current status as Faculty at an Admitted University, except as provided in Article 3, Section 2.B.(2) below;
 - (b) Demonstrated strong interest, capability, and participation in Earthquake Engineering;
 - (c) Approval by the Board of Directors, within its sole discretion, of an individual's written application for admission to membership; and

- (d) Compliance with any and all requirements of these Bylaws, including, without limitation, payment of dues as set by the Board of Directors.
- (2) Retired Faculty of Admitted Universities. Retired Faculty of Admitted Universities shall continue as Members of the Corporation at his/her discretion, subject to complying with such other requirements of the Bylaws, as amended from time to time, necessary to maintain membership in good standing;
- (3) Transfer by Faculty to Another Admitted University. Faculty of Admitted Universities who transfer to become Faculty of another Admitted University shall automatically maintain membership status as Faculty of Admitted Universities, without re-approval by the Board of Directors, subject to complying with such other requirements of the Bylaws, as amended from time to time, necessary to maintain membership in good standing.

C. Faculty of Unadmitted Universities.

- (1) Eligibility Requirements. The following are the requirements to be eligible for, and to maintain membership in, the Corporation:
 - (a) Current status as Faculty at an Unadmitted University, except as otherwise provided in Article 3, Section 2.C.(2) below;
 - (b) Demonstrated strong interest, capability, and participation in Earthquake Engineering;
 - (c) Approval by the Board of Directors, within its sole discretion, for admission to membership following an individual's written application; and
 - (d) Compliance with any and all requirements of these Bylaws, including, without limitation, payment of dues as set by the Board of Directors.
- (2) Retired Faculty of Unadmitted Universities. Retired Faculty of Unadmitted Universities shall continue as Members of the Corporation at their discretion, subject to complying with such other requirements of the Bylaws, as amended from time to time, necessary to maintain membership in good standing;
- (3) Transfer by Faculty of an Unadmitted University to Another Unadmitted University. Faculty of Unadmitted Universities who transfer to become Faculty of another Unadmitted University shall

automatically maintain membership status as Faculty of Unadmitted Universities, without re-approval by the Board of Directors, subject to complying with such other requirements of the Bylaws, as amended from time to time, necessary to maintain membership in good standing.

D. Non-Faculty Directors.

- (1) Eligibility Requirements. The following are the requirements to be eligible for, and to maintain membership in, the Corporation:
 - (a) Current or previous status as a member of the Board of Directors of the Corporation;
 - (b) Compliance with any and all requirements of these Bylaws, including, without limitation, payment of dues as set by the Board of Directors.
- (2) Following Service as Director. After completion of his/her term as a Director of the Board, or after resignation from the Board which is not done under threat of expulsion, such Non-Faculty Director shall continue to be a Member at his/her discretion, subject to complying with such other requirements of the Bylaws, as amended from time to time, necessary to maintain membership in good standing.

SECTION 3. NON-MEMBER PARTICIPATION

The Board of Directors may establish other ways for those who do not qualify as Members as defined in Article 3, Section 2 to participate in activities of the Corporation in a non-voting capacity. The Board shall define criteria and procedures for accepting such applications and shall set appropriate dues or subscription fees.

SECTION 4. VOTING MEMBERS

Only the Members are authorized to vote with respect to matters specified in these Bylaws.

SECTION 5. DUES, FEES, AND ASSESSMENTS

Each Member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in the amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all Members of each category, but the Board may, in its discretion, set different dues, fees, and assessment for each category. Non-member participants shall be assessed dues or subscription fees as set by the Board of Directors.

SECTION 6. TERMINATION AND SUSPENSION OF MEMBERSHIP

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

- A. Resignation of the Member, on reasonable notice to the Corporation;
- B. Failure of the Member to pay dues, fees, or assessments as set by the Board within sixty (60) days after the Board of Directors has delivered notice to such Member that its dues, fees, or assessments have not been received and are due and payable;
- C. Occurrence of any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications; or
- D. The Board may suspend or expel a Member in accordance with the procedures specified in Section 7 below, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such 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 the Corporation.

SECTION 7. PROCEDURE FOR EXPULSION OR SUSPENSION

If grounds appear to exist for expulsion or suspension of a Member under Article 3, Sections 5 or 6 of these First Amended Bylaws, the procedure set forth below shall be followed:

- A. The Member shall be given 15 days prior notice of the proposed expulsion or suspension. 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 known 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 5 days before the effective date of the proposed expulsion or suspension. The hearing shall be heard, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- C. The Board, or committee or person authorized by the Board, shall decide whether or not the Member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, or such committee, or person shall be final. If the Board, or its authorized committee or person determines that suspension is the appropriate sanction, during the period of suspension, such Member shall have no rights of membership, including, without limitation, voting rights.

D. Any action challenging an expulsion, suspension, termination of membership or other sanction, including a claim of defective notice, must be commenced within one (1) year after the date of expulsion, suspension, termination, or sanction.

ARTICLE 4. MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of Members shall be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. REGULAR MEETINGS

The Members shall meet in each year in which those Director positions subject to election under Article 5, Section 1 are to be elected on a date determined by the Board of Directors for the purpose of electing Directors and transacting other business as may come before the meeting. Except as to certain Directors designated by the Board as specified in Article 5, Section 1, with respect to all other Director seats, the candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Cumulative voting for the election of Directors shall not be permitted. Each voting member shall cast one vote, with voting being by ballot only. The meeting of Members for the purpose of electing Directors shall be deemed a regular meeting, and any reference in these Bylaws to regular meetings of Members refers to this meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the Members shall be called by the Board of Directors or the President of the Corporation. In addition, special meetings of the Members for any lawful purpose may be called by five percent (5%) or more of the Members.

SECTION 4. NOTICE OF MEETINGS

A. Time of Notice. Whenever Members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting.

B. Manner of Giving Notice. Notice of a Members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the

Corporation or given by the member to the Corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the Corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

C. Contents of Notice. Notice of a Membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the Members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of Members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to Members.

D. Notice of Meetings Called by Members. If a special meeting is called by Members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or by mail or by other means of written communication to the President, Vice-President, or Secretary of the Corporation. The officer receiving the request shall promptly cause notice to be given to the Members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

E. Waiver of Notice of Meetings. The transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of Members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph F of this section, the waiver of notice or consent shall state the general nature of the proposal.

F. Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice or in any written waiver of notice:

- (1) Removal of Directors without cause;
- (2) Filling of vacancies on the Board by Members;
- (3) Amending the Articles of Incorporation; and
- (4) An election to voluntarily wind up and dissolve the Corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of one third of the voting Members of the Corporation, represented in person or by proxy.

The Members 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 Members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the voting Members required to constitute a quorum.

In the absence of a quorum, any meeting of the Members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of voting Members at the meeting or otherwise, 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 of the time and place of the adjourned meeting. However, if after the 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. A meeting shall not be adjourned for more than forty-five (45) days.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting Members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the Members, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each Member is entitled to one vote on each matter submitted to a vote by the voting Members. For those Director positions subject to election by the Members under Article 5, Section 1, Election of Directors shall be by ballot.

SECTION 8. PROXY VOTING

A. Right of Members. Each Member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person, and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the Member's name is placed on the proxy (whether by manual signature, typewriting, electronic transmission, or otherwise) by the Member or the Member's attorney-in-fact.

B. Form of Solicited Proxies. If the Corporation has 100 or more Members, any form of proxy distributed to 10 or more Members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

C. Requirements That General Nature of Subject of Proxy Be Stated. Any proxy covering matters for which a vote of the voting Members is required, including amendments of the articles or incorporation or Bylaws changing proxy rights; certain other amendments of the articles of incorporation; removal of Directors without cause; filling vacancies on the Board of Directors; the sales, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the Members.

D. Revocability. A validly executed proxy shall continue in full force and effect until (a) revoked by the Member executing it, before the vote is cast under that proxy, (1) by a writing delivered to the Corporation stating that the proxy is revoked, or (2) by a subsequent proxy executed by the Member and presented to the meeting; or (b) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under the proxy is counted, provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of the proxy shall be three years from the date of execution. A proxy may not be irrevocable.

SECTION 9. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President of the Corporation, or, in the President's absence, the meeting shall be chaired according to the following order of succession: Vice-President, Secretary, Treasurer. In the event none of these

individuals is present at a meeting, the chair shall be chosen by a majority or the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of Members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Corporation distributes a written ballot to every Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4.B. of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

For those Director positions subject to election by the Members under Article 5, Section 1, Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director.

A written ballot may not be revoked after its receipt by the Corporation or its deposit in the mail, whichever occurs first.

SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

With respect to those Director positions subject to election by the Members under Article 5, Section 1, this Corporation shall make available to Members reasonable nomination and election procedures with respect to the election of Directors by Members. Such procedures shall be reasonable given the nature, size, and operations of the Corporation, and shall include:

- A. A reasonable means of nominating eligible persons for election as Directors.
- B. A reasonable opportunity for an eligible nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy.
- C. A reasonable opportunity for all eligible nominees to solicit votes.
- D. A reasonable opportunity for all Members to choose among the eligible nominees.

Upon the written request by any eligible nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the Corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all Members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the Corporation within five (5) business days after the request allows the nominee, at the Corporation's option, the right to do either of the following: (1) inspect and copy the record of all Members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the Corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those Members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand. The demand shall state the purpose for which the list is requested and the Membership lists shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the Corporation distributes any written election material soliciting votes for any eligible nominee for Director at the Corporation's expense, it shall make available, at the Corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the Members may be taken without a meeting, if all Members shall individually or collectively 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.

SECTION 13. RECORD DATE FOR MEETINGS

The record date for the purpose of determining the voting Members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of Members or any other lawful Membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE V: DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

- A. The number of Directors shall be ten (10).
- B. Eight of the Directors shall be Representatives of University Members and elected by a vote of all of the Members.
- C. Two of the Directors shall be Practitioner Directors who have non-faculty professions in the practice of earthquake engineering and shall be elected by the Board of Directors.
- D. In 2005, an election by the Members will be held to elect the eight University Representative Directors on the Board, except that the Officers holding office as of January 1, 2005 shall remain as Directors without standing for election. The remaining positions on the Board allocated for University Representatives shall be filled by a vote of the Members, and those Directors will have terms beginning as soon as the election results are finalized.
- E. Because one of the officers who will be a continuing member of the Board is a Practitioner Director, there will be one remaining Practitioner Director seat open, which shall be filled by the Board after the conclusion of the election specified in Article V Section 1 (D).
- F. Upon completion of the election of all ten Directors, the Board shall assign four of the Directors who are University Representatives and one of the Directors who is a Practitioner Director terms that extend through December 31, 2006. The Board shall assign the other four Directors who are University Representatives and the other Practitioner Director of the Board terms that extend through December 31, 2007. This assignment of terms shall either be done by the unanimous consent of all of the Directors or, if there is no unanimity, by a random method. The intent of this one-time assignment of one-year or two-year terms to Directors is to place the annual election of Directors to the Board on a staggered basis, with the terms of half of the University Representative members of the Board and half of the Practitioner Directors expiring each year.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, 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.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

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.

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

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

D. Meet at such times and places as required by these Bylaws.

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

SECTION 4. TERMS OF OFFICE

A. Except as provided in Article 5, Section 1, and except for appointments to fill vacancies under the provisions of Article 5, Section 17, each Director shall have a two-year term beginning on January 1.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be reimbursed their reasonable expenses incurred in attending Directors' meetings.

SECTION 6. RESTRICTIONS REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (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 7. PLACE OF MEETINGS

Meetings shall be held at such place which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, all Board members shall be given notice of the meeting in person, by first class mail, courier service, telephone, facsimile (fax), or electronic means. 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 8. REGULAR MEETINGS

Regular meetings of Directors shall be held approximately quarterly on dates established by the Board of Directors. Members of the Board and individual Members of the Corporation shall be provided with an annual schedule of meetings at least 30 days in advance of the first meeting in that schedule. Revisions to the annual schedule of Board of Directors meetings shall be made by the President or the Board of Directors and communicated to members of the Board of Directors. Notice of the schedule of meetings or changes thereto may be communicated by any of the means set forth in Article 5, Section 7 of these Bylaws.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any four Directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice if the time and place of the meetings are set in advance by the Board. 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 or by telephone, including voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the 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 meeting 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 11. CONTENTS OF NOTICE

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

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had 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 not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Directors.

Except as otherwise provided in these Bylaws or in 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, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such 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 lack of a 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 in Section 10 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 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 meeting or such greater percentage as may be required by law, or by the Articles of Incorporation or Bylaws of this Corporation.

SECTION 14. 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 the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointments 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 15. CONDUCT OF MEETINGS; ATTENDANCE AT MEETINGS THROUGH ELECTRONIC COMMUNICATIONS

Meetings of the Board shall be presided over by the President of the Corporation, or, in the President's absence, the meeting shall be chaired according to the following order of succession: Vice-President, Secretary, Treasurer. In the event none of these individuals is present at a meeting, the chair shall be chosen by a majority of the Directors present at the meeting.

Directors of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment, and participation in a meeting using the same constitutes presence in person at that meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate with all other Directors concurrently;
- B. Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Corporation;
- C. The Corporation adopts and implements some means of verifying both of the following:
 - (1) A person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting; and
 - (2) All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

SECTION 16. 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 the 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 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 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, (2) as may arise upon the occurrence of events described in Article 5, Section 1, and (3) whenever the number of authorized Directors is increased. The Board of Directors shall fill all of the vacancies that occur among its members, except in the case of vacancies of Directors designated by each Admitted University under the provisions of Article 5, Section 1, which shall be filled by such Admitted University’s Representative or Alternate as provided in Article 5, Section 1.A and 1.B.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a 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.

Except as otherwise provided in these Bylaws, vacancies on the Board shall 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. If this Corporation has Members, however, vacancies created by the removal of a Director may be filled only upon the approval of the Members. The

Members, if any, of this Corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided in this Section shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

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

SECTION 19. 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 reasonably incurred in connection with such proceedings shall be provided by this 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 20. 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 a 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 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 6. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this Corporation shall be a 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. Any number of offices may be held by the same person except that the President shall only hold the office of President.

SECTION 2. QUALIFICATION, ELECTION, RESIGNATION, REMOVAL, VACANCIES, AND TERM OF OFFICE

Any member of the Board of Directors may serve as officer of this Corporation. Officers shall be elected by the Board of Directors and each officer shall hold office until resignation or removal by the Board or a successor shall be elected and qualified, whichever occurs first. Officers may be re-elected by the Board to any office. Terms of officers, unless otherwise specified by the Board of Directors, shall begin on January 1 and shall be the same duration as terms of members of the Board of Directors. An officer may be removed, either with or without cause, by the Board of Directors, at any time. 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 the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved by the Board of Directors relating to the employment of any officer of the Corporation. Any vacancy of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy.

SECTION 3. DUTIES OF PRESIDENT

The President shall be the chief 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 and the Executive Director, if such position is established by the Board.

SECTION 4. DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event that the Board of Directors determines that the President is unable to act, the Vice-President, if any, 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.

SECTION 5. DUTIES OF SECRETARY

The Secretary shall be responsible for the maintenance of appropriate records of the Corporation.

SECTION 6. DUTIES OF TREASURER

The Treasurer shall be responsible for the financial affairs of the Corporation, including the preparation of necessary tax or other financial reports, and the receipt, disbursement, and investment of funds.

SECTION 7. DUTIES OF EXECUTIVE DIRECTOR

If the Board of Directors approves the hiring of a non-officer agent or employee to serve as Executive Director, the duties of that position shall be to manage the affairs of the Corporation under the direction of the President and supervise any other employees hired by the Corporation.

ARTICLE 7. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The President, Vice-President(s), Secretary, Treasurer, and Past President shall constitute the Executive Committee. The Past President shall be the immediate past President, subject to the requirement that he or she remains a member of the Corporation. If an individual holds more than one of these positions, they shall have only one vote as a member of the Executive Committee.

A. Powers and Authority of the Executive Committee. The Executive Committee shall act with the authority of the Board of Directors in the management of the business and affairs of the Corporation, unless the Board of Directors revokes or limits this authority, and in no event shall the following authorities of the Board of Directors be delegated to the Executive Committee:

- (1) Revision of the Bylaws or Articles of Incorporation.
- (2) Filling vacancies on the Board of Directors.
- (3) Amendment or repeal of any action of the Board of Directors that contains a clause precluding such amendment or repeal.

SECTION 2. OTHER COMMITTEES

The Board of Directors, the President, or the Executive Committee if the president so delegates, may establish committees and appoint members. Such committees may include individuals who are not Members of the Corporation. Committees other than the

Executive Committee shall act in an advisory capacity only, and shall not represent their actions or statements as speaking on behalf of the Corporation.

ARTICLE 8. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

A. Minutes of all meetings of Directors, committees of the Board, and, if this Corporation has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

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 record of its Members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member, and the termination date of any membership.

D. 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.

SECTION 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.

SECTION 3. DIRECTORS' 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 4. MEMBERS' INSPECTION RIGHTS

Each Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

A. To inspect and copy the record of all Members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on

the Corporation, which demand shall state the purpose for which the inspection rights are requested.

B. To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

C. To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. 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.

SECTION 6. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation, to any member who requests it in writing, and to all Members in any year in which a membership meeting is required to elect the Board of Directors, which report shall contain the following information in appropriate detail:

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

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

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

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

E. Any information required by Section 7 of this Article.

The annual report shall 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.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This Corporation shall mail or deliver to all Directors and any and all Members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

A. Any director or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

B. Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the Members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest; provided that, in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this Corporation has any Members and provides all Members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 9. AMENDMENT OF BYLAWS

Subject to any provision 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 as follows:

A. Subject to the power of the voting Members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of voting Members, as to voting or transfer, and furthermore, a Bylaw specifying or changing the fixed number of Directors of the Corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (B) of this section; or

B. By approval of the voting Members, if any, of this Corporation.

ARTICLE 10. AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any Members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After Members, if any, have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the voting Members of this Corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this Corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement

by a Domestic Non-Profit Corporation” pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 11. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, 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 profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person or 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. All Members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.