

**SOUTH BAY QUILTERS GUILD, INC.
TENTH AMENDED AND RESTATED BYLAWS
(March 16, 2010)**

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**SOUTH BAY QUILTERS GUILD, INC.
TENTH AMENDED AND RESTATED BYLAWS**

**ARTICLE I
NAME**

The name of this organization shall be South Bay Quilters Guild, Inc., a nonprofit corporation in Torrance, California, herein referred to as the Guild.

**ARTICLE II
OBJECTIVE**

This Guild shall be organized for educational and charitable purposes. The objective of this corporation shall be to further quilting excellence in the South Bay area of Southern California through educational meetings, travel, and friendship, and at least once each year, to promote quilting in a philanthropic endeavor. This corporation does not contemplate pecuniary gain or profit to members thereof and is organized for nonprofit purposes.

**ARTICLE III
MEMBERSHIP**

Section 1. REGULAR MEMBERS.

- a. DEFINITION. Regular members participate in all activities of the Guild and are eligible to vote. The number of regular members shall be defined in the standing rules.
- b. QUALIFICATIONS. The following requirements for regular membership must be satisfied on an annual basis between August 1 and July 31 and documented as defined in the standing rules. If not satisfied, the member will **not** be considered for membership for the following membership year.
 1. Payment in full of annual dues as defined in standing rules;
 2. Attendance at a minimum of three general meetings;
 3. Participation in:
 - (1) The work of presenting the Quilt Show **and**
 - (2) The work of the Guild.Qualifying activities shall be listed in the standing rules.
 4. Payment in full of library fines and bills for lost material.

Section 2. JUNIOR MEMBERS.

- a. DEFINITION. Junior members of the Guild are of minor age and are sponsored by an adult regular member. They may participate in all activities of the Guild except as restricted in the standing rules.
- b. QUALIFICATIONS. The requirements for junior membership shall be the same as for regular membership except as restricted in the standing rules.

Section 3. ASSOCIATE MEMBERS

- a. DEFINITION. Past or present regular members, who (1) move out of the area or (2) are unable to meet the requirements for continued membership due to illness or other unusual circumstances, may be permitted, by a majority vote of the Board, to become temporary associate members for the current year. Continuing associate member status shall be approved by a majority vote of the Board at the August Board Meeting.
- b. PRIVILEGES. Associate members: (1) shall pay annual dues as defined in standing rules, (2) shall receive the newsletter, and (3) may participate in activities of the Guild. They may resume regular membership at any time, without going on the waiting list, upon being able to meet the requirements of regular membership and payment of the difference in dues.

Section 4. MEMBERSHIP REVIEW

- a. **MEMBERSHIP ACTIVITY RECORDS.** Members shall be responsible for ensuring that their qualifications for membership renewal are documented and provided to the Membership Chair (as specified in the standing rules).
- b. **MEMBERSHIP ACTIVITY REVIEW.** One month prior to the end of the membership year, the Membership Chair and Membership Assistant shall notify regular members who have failed to meet the requirements. To be considered for membership renewal, these members shall be invited to submit a letter to the Membership Chair stating their reasons for not completing the requirements. At the September Board meeting, the Membership Chair shall present the attendance and activity records and the membership committee's recommendations to the Board. The Board shall decide on acceptance of membership and notify the member of the decision, in writing, by the September general meeting.
- c. **WAITING LIST.** A waiting list, if required, for regular membership shall be maintained by the Membership Chair once membership reaches the limit as defined in the standing rules. Applicants may attend an unlimited number of meetings as paying guests. If the number of regular members drops below the limit, applicants on the waiting list shall be invited to join in sequential order.

Section 5. LIFETIME MEMBERS

- a. **DEFINITION.** Lifetime member status may be conferred upon members who have, over numerous years, displayed an extraordinary level of contribution to the work of the guild. Lifetime membership is to be conferred sparingly to no more than two persons within a Guild year. Lifetime members may participate in all activities, are eligible to vote, but are not required to pay annual dues or fulfill membership requirements.
- b. **QUALIFICATIONS.** The following minimum requirements will provide guidance for submitting nominees to the Lifetime Membership Committee.
 1. Minimum 10 years continuous membership in the Guild.
 2. Service in multiple years as elected officer or providing major support in a "work of the guild" position.
 3. Nomination in writing by a current member in good standing following procedures outlined in the standing rules.

**ARTICLE IV
OFFICERS AND AUXILIARY POSITIONS**

Section 1. The **ELECTED OFFICERS** of the Guild shall be President, Vice President, Secretary, Treasurer, Newsletter Editor, Southern California Council of Quilt Guilds Representative (hereafter called SCCQG), the Chairs of these committees: Membership, Quilt Show and Fashion Show and the Quilt Show Treasurer. These officers shall perform the duties prescribed within this Article and by the parliamentary authority as defined in Article VIII of these bylaws.

- a. The **PRESIDENT** as chief executive of the Guild shall:
 1. Preside at all general and Board meetings of the Guild.
 2. Represent the Guild at various functions.
 3. Be an authorized signer on all Guild bank accounts and have access to the Guild safe deposit box.
 4. Carry out orders and resolutions of the Board.
 5. Keep the membership informed of Board actions.
 6. Be ex-officio a member of all committees except the Nominating Committee.
 7. Appoint such other officers or committees, standing or special, as the Guild membership or the Board shall deem necessary or empower other officers who are committee chairs to appoint their own committees.
 8. Have access to the Guild post office box and designate another officer to assist with the timely collection and disbursement of all correspondence.
 9. Recommend to the Board for approval a Historian/Photographer, Internal Auditor, and Publicity and Public Relations Coordinator.

- b. The VICE PRESIDENT shall:
 - 1. Preside at general and Board meetings in the absence of the President.
 - 2. Be an authorized signer on all Guild bank accounts, except the Quilt Show account, and have access to the Guild safe deposit box.
 - 3. Be responsible for the presentation of programs at the general meetings.
 - 4. Be authorized to contract for speakers and workshop leaders in future years in order to schedule long-range programs.
 - 5. Provide a copy of each signed contract to the Treasurer and Workshop Coordinator upon receipt.
 - 6. At a minimum, plan the following fiscal year's programs for the months of July and September in order to facilitate a smooth transition for the succeeding Vice President.
 - 7. Recommend to the Board for approval a Workshop Coordinator and Patchwork Star Reporter.

- c. The SECRETARY shall:
 - 1. Record the votes and keep the minutes of all Guild general and Board meetings.
 - 2. Be an authorized signer on all Guild bank accounts, except the Quilt Show account, and have access to the Guild safe deposit box.
 - 3. Confer with the presiding officer, prior to each meeting, regarding the order of business.
 - 4. Call the meeting to order and preside until the immediate election of a Chair pro-tem in the absence of the President and Vice President.
 - 5. Recommend to the Board for approval a Corresponding Secretary.

- d. The TREASURER as chief financial officer of the Guild shall:
 - 1. Be an authorized signer on all Guild bank accounts and have access to the Guild safe deposit box.
 - 2. Maintain all Guild bank accounts except the Quilt Show account by:
 - (a) Receiving and depositing income,
 - (b) Paying approved expenses for all Guild activities except the Quilt Show,
 - (c) Reconciling monthly all bank statements.
 - 3. Ensure that permanent records are kept of all financial transactions of the Guild, including those of the Quilt Show.
 - 4. Present monthly financial reports at each Board meeting and in the newsletter.
 - 5. Present a full financial report annually, and provide all financial reports required by outside agencies.
 - 6. Advise the Quilt Show Treasurer on requirements relating to the nonprofit status of the Guild.
 - 7. As Budget Committee Chair with a committee of three members of the Guild, be responsible for preparing a balanced budget for the following operating year for presentation to the Board at the June meeting. This budget shall become effective upon approval by the regular membership at the June annual meeting.
 - 8. Surrender, at the request of the Board, any documentation to the Internal Auditor at any time.

- e. The NEWSLETTER EDITOR shall:
 - 1. Produce a monthly newsletter approximately one week before each general meeting which includes notification of the date, time and location of the next general and Board meetings and any business requiring formal notice.
 - 2. Provide a copy of the newsletter to each member and newsletter subscriber.
 - 3. Accept advertisements and collect fees.

- f. The SCCQG REPRESENTATIVE shall:
 - 1. Represent the Guild at regularly scheduled meetings of the council.
 - 2. Vote on behalf of the Guild.
 - 3. Report to the membership the activities of the council.

- g. The MEMBERSHIP CHAIR shall:
 - 1. Collect annual dues, guest fees, and newsletter subscription fees.
 - 2. Maintain a membership roster, waiting list (if required), membership activity records and attendance records.

3. Distribute the membership roster to the membership.
 4. Conduct a membership activity review, prepare membership renewal letters, and provide membership recommendations to the Board.
 5. Recommend to the Board for approval a Membership Assistant.
- h. The QUILT SHOW CHAIR shall:
1. Be responsible for organizing the annual quilt show with the assistance of the membership.
 2. Be an authorized signer on the Quilt Show account.
 3. Be limited to the duties assigned to them as specified in the standing rules during those months when there is an overlap of two Chairs.
 4. Assist the Quilt Show Treasurer with the preparation of the Quilt Show budget and monthly and final Quilt Show financial reports.
- i. The QUILT SHOW TREASURER shall:
1. Be an authorized signer on the Quilt Show account.
 2. Maintain the Quilt Show bank account by:
 - (a) Receiving and depositing Quilt Show income,
 - (b) Paying approved expenses for all Quilt Show activities,
 - (c) Reconciling monthly all bank statements.
 3. Maintain all financial records of the Quilt Show.
 4. Present monthly financial reports at each Board meeting and in the newsletter.
 5. Present a complete final financial report to the Board and the general membership within 60 days after the Quilt Show and provide the Guild Treasurer with a copy of detailed financial records.
 6. Prepare a Quilt Show budget with the Quilt Show Chair and present it to the Board for approval at the May Board meeting and to the regular membership at the June annual meeting.
 7. Surrender, at the request of the Board, any documentation to the Internal Auditor at any time.
 8. End their term with the completion of the final Quilt Show financial report and change signature authorization on the Quilt Show account.
 9. Be limited to the duties assigned to them as specified in the standing rules during those months when there is an overlap of two Quilt Show Treasurers.
- j. The FASHION SHOW CHAIR shall:
1. Be responsible for organizing the annual luncheon and Fashion Show with the assistance of the membership.
 2. Present a complete final financial report to the Board at the Board Meeting following the conclusion of the Fashion Show.

Section 2. The **APPOINTED OFFICERS** of the Guild shall be Parliamentarian, Librarian, Travel Chair, Workshop Coordinator, Intra-guild Relations Coordinator, Hospitality/Facilities Coordinator, and Community Services Coordinator. These officers are appointed and approved by a majority vote of the elected officers. They shall not assume their responsibilities until their approval. These officers shall perform the duties prescribed within this Article and by the parliamentary authority as defined in Article VIII of these bylaws.

- a. The PARLIAMENTARIAN shall:
1. Ensure that proper parliamentary procedure is followed at all general and Board meetings.
 2. Instruct the President, other officers, committees, and members on matters of parliamentary procedure.
 3. As Bylaws Committee Chair, review and recommend to the Board any proposed amended or revised bylaws to be presented to the general membership for consideration.
 4. Chair the Nominating Committee.
 5. Conduct Guild elections.
- b. The LIBRARIAN shall:
1. Have responsibility for all books and video materials donated or purchased for the use of Guild members.
 2. Bring a portion of the library to each general meeting.

3. Maintain records of items checked in and out of the library.
 4. Impose uniform fines for overdue items and to bill members for the loss at current or estimated replacement value for that item, or a similar one if the lost item is unavailable.
 5. Supervise the sale of tickets for the book drawing.
- c. The TRAVEL CHAIR shall:
1. Make arrangements for Guild members and non-members to travel to events of interest.
 2. Notify the membership of upcoming trips.
 3. Take reservations and collect money from members and non-members for the trips, giving preference to Guild members.
- d. The WORKSHOP COORDINATOR shall:
1. With the Vice President, arrange for workshops to be offered to the Guild independent of or in conjunction with a program speaker.
 2. Arrange for the workshop facility, meals and transportation for the teacher.
 3. Facilitate the workshop.
 4. Notify the membership of the location, date, time, cost and details of the workshop.
 5. Take reservations and collect money from members and non-members for the workshop.
 6. Provide a copy of each signed contract to the Treasurer and Vice President upon receipt.
 7. Report to the Vice President.
- e. The INTRA-GUILD RELATIONS COORDINATOR shall:
1. Maintain the records of the secret pal program.
 2. Supervise intra-guild activities.
 3. Keep a record of members wishing to coordinate a group block or quilt project for other members (to avoid duplication of effort).
 4. Purchase and supervise any sale of Guild logo items.
 5. Procure patchwork star pins.
- f. The HOSPITALITY/FACILITIES COORDINATOR shall:
1. Prepare the location for each general meeting as required with the assistance of the membership.
 2. Coordinate any special dinner meetings.
- g. The COMMUNITY SERVICES COORDINATOR shall:
1. Organize the Guild's community service activities.
 2. As Philanthropic Committee Chair with a committee of four regular members, recommend to the Board the allocation of funds to be donated to other nonprofit organizations.

Section 3. AUXILIARY POSITIONS are held by regular members to assist the Board in their duties. These positions are not Board Members, therefore they are not required to attend Board meetings and do not have a vote in Board matters. These positions are appointed by the elected officers and approved by a majority vote of the Board. These positions shall perform the duties prescribed within this Article and by the parliamentary authority as defined in Article VIII of these bylaws.

- a. The HISTORIAN / PHOTOGRAPHER shall:
1. Maintain a scrapbook composed of publicity and mementos of Guild activities and events.
 2. Take pictures of Guild events and activities for inclusion in the scrapbook.
 3. Report to the President.
- b. The CORRESPONDING SECRETARY shall:
1. Be responsible for conducting all general correspondence of the Guild and for sending appropriate messages to members upon births, deaths, and other major occasions in the members' immediate families.
 2. Report to the Secretary.
- c. The PATCHWORK STAR REPORTER shall:

1. Prepare a newsletter article featuring a randomly selected regular member to be the Patchwork Star for the month.
 2. Introduce the Patchwork Star to the membership as a part of the program at the next Guild meeting, presenting them with a Patchwork Star Pin.
 3. Report to the Vice President.
- d. The PUBLICITY AND PUBLIC RELATIONS COORDINATOR shall:
1. Coordinate and distribute material concerning Guild activities and special events (except the Quilt Show and Fashion Show).
 2. Post on a bulletin board at Guild meetings minutes of the previous Guild meeting, current newsletter and other items of general interest.
 3. Report to the President.
- e. The INTERNAL AUDITOR shall:
1. Between July 1 and September 30 of each year
 - (a) Audit the Guild's financial records by reviewing the books of the prior fiscal year, checking all accounting, and ensuring proper documentation of disbursements.
 - (b) Conduct an annual inventory of Guild property; submit a written report to the Board and to each affected officer.
 2. Maintain Guild inventory records.
 3. Conduct unscheduled reviews of all Guild accounts, safe deposit box, and records, as directed by the Board.
 4. Report to the President.
- f. The MEMBERSHIP ASSISTANT shall:
1. Assist the Membership Chair in maintaining membership activity and attendance records.
 2. Assist the Membership Chair with the annual membership review and preparation of Membership renewal letters.
 3. Report to the Membership Chair.

Section 4. ELIGIBILITY FOR OFFICE

- a. Any regular member shall be eligible to hold office. Candidates for offices filled in the June election must have completed the requirements for continued membership by the end of the May general meeting. Candidates for President and Vice President shall have served on the Board. Candidates for Quilt Show Chair shall have served on the Quilt Show Committee.
- b. No officer or auxiliary position shall serve for more than two consecutive terms in the same office. An officer who has served more than half a term is considered to have served a full term.

Section 5. The **ELECTION OF OFFICERS** shall be held at the annual meeting in June. The list of nominees for each office shall be published in the newsletter for that month. Officers shall be elected by a majority vote of the regular membership, voting by secret ballot. If there is only one nominee for an office, election may be by general consent. When there are three or more nominees on the initial ballot, and no one has a majority of the votes, the person with the most votes (a plurality) shall be elected.

Section 6. The **TERM OF OFFICE** for:

- a. Elected officers shall be one year beginning at the close of the meeting at which they are elected, or until a successor is elected.
- b. The Treasurer shall overlap until July 1, in order to facilitate the transition of books, change of signature authorization on Guild bank accounts, and closure of the fiscal year.
- c. The Quilt Show Chair and Quilt Show Treasurer shall be as defined in the standing rules.
- d. Appointed officers and auxiliary positions shall begin on the date their appointment is approved and continue until the end of the next annual meeting, or until their successors are appointed.

Section 7. CO-OFFICERS. No more than two persons shall be elected or appointed to serve in one office.

Section 8. OFFICER VACANCIES

- a. **RESIGNATION OF OFFICERS.** An officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of formal acceptance by the Board.
- b. **REMOVAL OF OFFICERS.**
 1. The entire Board or any individual officer may be removed from office with just cause at any time if approved by a two-thirds vote of the regular membership at a duly called meeting.
 2. Officers whose removal has been proposed by the members shall be given the opportunity to be heard before the vote is taken at the meeting considering their removal.
- c. **PRESIDENTIAL VACANCY.** In the event the President is unable to complete their term, the Vice President shall assume the presidency for the remainder of the term. A new Vice President shall be elected by special election.
- d. **ELECTED OFFICER VACANCIES.** A vacancy in an elected office other than President, unless due to removal for cause, shall be filled by a temporary appointment by the President. This appointment shall become permanent upon approval of the regular membership at the next general meeting.

**ARTICLE V
THE BOARD**

Section 1. DUTIES. The Board shall consist of all elected and appointed officers. The Board shall have general supervision over the affairs of the Guild, make recommendations to the Guild, and shall perform such other duties as specified in these bylaws.

Section 2. BOARD MEETINGS.

- a. Meetings of the Board shall be held monthly. The day and hour of the monthly meeting shall be established by each Board for its term of office.
- b. A Board meeting shall take place after not less than 3 days notice to each officer.
- c. Nine officers shall constitute a quorum. Four elected officers shall constitute a quorum for the approval of appointed officers.
- d. All matters brought before the Board shall be decided by a majority vote.
- e. Board members are required to attend Board meetings. If a member misses more than two consecutive meetings without prior presidential approval, the Board has the authority to declare that position vacant.

**ARTICLE VI
MEETINGS**

Section 1. GENERAL MEETINGS. Unless otherwise ordered by the Guild or by the Board, general meetings shall be held once a month.

- a. The general meeting in the month of June shall be the annual meeting at which the Guild officers shall be elected. Annual reports shall be submitted by officers and committee chairs at or before this meeting, unless otherwise stated in these bylaws.
- b. Should the need arise, the Board shall appoint a special committee to recommend an alternate permanent meeting place. The Board shall submit any change in meeting place to the membership for their approval.

Section 2. QUORUM. Forty percent of the regular members shall constitute a quorum for any general or duly called special meeting.

Section 3. SPECIAL MEETINGS

- a. A special meeting (or called meeting) is a separate session of the Guild held at a time different from that of any general meeting, convened only to consider one or more items of business specified in the call of the meeting.
- b. Special meetings may be called by the President, by the Board or upon written request of ten percent of the membership.
- c. The purpose of the meeting shall be stated in the call.
- d. A special meeting shall take place after not less than 3 days written notice to all regular members.

**ARTICLE VII
NOMINATIONS AND VOTING**

Section 1. DEFINITIONS

- a. A QUORUM is the number of members of a body that when duly assembled is legally competent to transact business.
- b. When the term MAJORITY VOTE is used without qualification it means more than half of the votes cast by persons legally entitled to vote, excluding blanks or abstentions, at a duly called general or Board meeting at which a quorum is present.
- c. When the term TWO-THIRDS VOTE is used without qualification it means at least two-thirds of the votes cast by persons legally entitled to vote, excluding blanks or abstentions, at a duly called general or Board meeting at which a quorum is present.
- d. To cast an ABSENTEE BALLOT, a member shall write out their votes on any slip of paper, place it in an envelope, seal it and sign it across the flap. This envelope shall be delivered to the Parliamentarian who shall deliver all absentee ballots to the head teller for tally.
- e. When written notice is given in advance to members that a meeting will be held at a particular time and place on a particular date, that meeting is a PROPERLY CALLED or DULY CALLED meeting.
- f. STANDING RULES are related to the details of the administration of a society rather than to parliamentary procedure. A standing rule can be adopted by a majority vote at any general meeting without previous notice. It remains in effect until rescinded or amended. It can be amended by a two-thirds vote without previous notice or by a majority vote with such notice. It is not part of the bylaws, but is usually printed with the bylaws.

Section 2. NOMINATIONS

- a. The NOMINATING COMMITTEE shall consist of the Parliamentarian as Chair and four regular members plus one alternate.
 1. The President may not be a member of the Nominating Committee.
 2. One member shall be elected at the March Board meeting from the Board membership.
 3. The three remaining members and the alternate shall be nominated and elected by the regular membership at the March general meeting. If more than four names are put into nomination for this committee, election shall be by paper ballot.
 4. The names of the Nominating Committee shall be published in the April newsletter.
 5. The Nominating Committee shall:
 - (a) Ascertain that members proposed for nomination satisfy all eligibility requirements.

- (b) Contact each member proposed for nomination before the May meeting to obtain his or her consent to become a nominee.
 - (c) Nominate additional eligible members as needed to fill the slate, should the nominating ballots not yield at least one nominee for each office.
 - (d) Present the slate of officers to the membership at the annual meeting and in the June newsletter.
- b. A NOMINATING BALLOT shall be taken at the April meeting to determine the preference of the membership for nomination of officers.
 - c. NOMINATIONS FROM THE FLOOR may be made at the May general meeting, with the consent of the nominee, after which nominations shall be closed.

Section 3. VOTING RIGHTS. Paid regular members in good standing shall have full voting rights in any general or special meeting. Junior and Associate members do not have voting rights.

Section 4. VOTING. All issues brought before any Guild meeting shall be decided by a majority vote unless otherwise specified in these bylaws.

Section 5. REPRESENTATION.

- a. Each member at any Guild meeting shall vote in person only or by signed absentee ballot; no proxy votes are allowed.
- b. One vote representing each office shall be allowed.
- c. The membership shall be informed of the procedure for absentee voting one month prior to an election.

**ARTICLE VIII
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of the Scott, Foresman "Robert's Rules of Order, Newly Revised" shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Guild may adopt.

**ARTICLE IX
DISSOLUTION OF ORGANIZATION**

The membership may vote to dissolve the South Bay Quilters Guild, Inc., at any general meeting of the Guild by a two-thirds vote, provided that a motion to dissolve has been submitted in writing at the previous general meeting. By the ninetieth day following an affirmative vote to dissolve the South Bay Quilters Guild, Inc., all cash and other assets owned by the Guild shall be donated to the nonprofit organization(s) approved by a majority vote of the members at the time the motion to dissolve is passed. The organization(s) to which the assets are distributed shall be organized and operated exclusively for charitable and educational purposes and which has/have established status under Section 501(c)(3) of the Internal Revenue Code and which has/have established its tax exempt status under Section 23701d of the California Revenue Taxation code. The dissolution procedure shall follow the Parliamentary Authority as defined in Article VIII of these bylaws.

**ARTICLE X
AMENDMENT/REVISION OF BYLAWS**

Section 1. PROPOSED AMENDMENTS/REVISIONS

- a. Proposed amendments/revisions to these bylaws may be presented to the Board by any regular member of the Guild. The proposed amendment shall be presented to the general membership after approval by a two-thirds vote of the Board at a Board meeting.
- b. Amendments/revisions may also be presented to the general membership by a written petition signed by at least ten percent of the regular members.

Section 2. At least one week in advance of a vote on the amendment/revision of bylaws, each regular member shall receive NOTICE of that vote as well as a copy of all amendments/revision to be considered.

Section 3. ADOPTION of amendments/revisions shall be by a majority vote at a general or special meeting. Amendments/revisions shall be effective as of the date of adoption or as specified by the amendment/revision.

Section 4. These BYLAWS shall be REVIEWED by the Bylaws Committee at a minimum of every 5 years.

The South Bay Quilters Guild, Inc. membership has voted to approve the Tenth Amended and Restated Bylaws as of March 16, 2010 with **no** exceptions.

Certificate of Secretary

The undersigned does hereby certify:

1. That I am the Secretary of the South Bay Quilters Guild, Inc., a California Nonprofit corporation; and
2. That the foregoing Tenth Amended and Restated Bylaws, consisting of ten articles and 16 pages (including the Standing Rules and this page), constitute the Bylaws of said corporation as duly adopted by the General Membership of this corporation, at a meeting of the General Membership duly held on March 16, 2010, at 7:00 o'clock P.M. at St. Andrews Presbyterian Church in Redondo Beach.

WHEREFORE, I have hereunto subscribed my name and affixed the seal of the corporation on this date

_____.

By: