

BY-LAWS OF
SAN DIEGO SONGWRITER'S GUILD

A California Non profit Public Benefit Corporation

I.

PRINCIPLE OFFICE

The principal office for the transaction of the business of the Corporation is fixed and located in the City of San Diego, within San Diego County, California. The Board of Directors may, at any time or from time to time, change the location of the principal office from one location to another in San Diego County.

II.

PURPOSE

The primary objective and purpose of this Corporation shall be the education of the public as to the craft and business of songwriting.

III.

MEMBERSHIP

The General Members of this Corporation shall also be its "members" in the legal sense of such terms under California Corporations Code Section 5056(a) and all other laws of the State of California, and all Directors and Officers shall also be deemed General Members. The General Membership shall be open to all persons who are interested in furthering the purposes of the corporation and who have paid the membership fee established from time to time by the directors.

IV.

BOARD OF DIRECTORS

Section 1. Any General Member shall be qualified to serve as a Director of the Corporation.

Section 2. Number. The Corporation shall have no fewer than five (5) nor more than twenty (20) Directors, all of whom collectively shall constitute the Board of Directors ("Board"), with the exact number of Directors at any given time to be fixed by approval of the Board. If the number of Directors shall ever be fewer than five (5) due to resignations, removals or any other cause, all powers of the Board shall be suspended except the power to elect a sufficient number of Directors to meet the requirements of

this section. Upon such election of sufficient Directors, the Board shall resume its full power. The foregoing numerical limitations may be changed by amendment of this Section, or repeal of this Section and adoption of a new Bylaw, as provided for in these Bylaws.

Section 3. Powers. Subject to the provisions of any local, state or federal laws or regulations and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by, or under the direction of, the Board.

Section 4. 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 the 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 the Bylaws; and
- e) register their addresses with the Recording Secretary of the Corporation, notices of meetings mailed or telegraphed to Directors as such addresses being valid notices thereof.

Section 5. Election and Term of Office of Directors. Directors are elected in accordance with Article VII of these Bylaws. Each Director shall hold office for the fiscal year following his or her election or until the termination of his or her term through resignation, removal or other disqualification in accordance with Section 16 of this Article IV.

Section 6. Compensation. Directors may not be compensated for rendering services to the Corporation in any capacity without the approval of a two-thirds (2/3) or greater majority of the Directors then in office.

Section 7. Place of Meetings. Meetings shall be held at a place designated from time to time by the Board.

Section 8. Regular Meetings. Regular meetings of the Board shall be held when called by the President or a majority of the Board of Directors then in office, but such meetings shall be held no less regularly than once per month.

Section 9. Special Meetings. Special meetings of the Board may be called at any time by the President of the Board or by a majority of Directors.

Section 10. Notice of Regular Meetings. Regular meetings of the Board shall be held upon written notice. Such notice shall be delivered personally to each Director or sent first-class mail.

Section 11. Notice of Special Meetings. Special meetings of the Board may be held upon telephone notice. Such notice shall be communicated to each Director at either the business or home telephone number shown in the records of the Corporation.

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 that 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. A quorum shall consist of a majority of the Directors then in office, provided, however, that at least two-thirds (2/3) of the Directors then in office shall be required for a quorum to discuss and vote upon the recall or removal of an officer of the Corporation. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the President shall entertain at such a meeting is a motion to adjourn. Every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation or Bylaws of the Corporation or provisions of the California Nonprofit Public Benefit Corporation Law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 14. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the Vice-President of the Board. The Recording Secretary of the Corporation shall act as Recording Secretary of all meetings of the Board, provided that in his or her absence the President shall appoint another person to act as Recording Secretary of the meeting. All acts or decisions shall be instituted by oral motion, a seconding of such motion and a majority vote in favor of such motion.

Section 15. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of the law may be taken without a meeting, if a sufficient number of members of the Board have cast written ballots approving such action in accordance with all restrictions imposed by California Corporation Code Section 5513 of any successor statute. Such written approvals 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 action taken at a meeting of the Board. Any certificate or other document filed under any provision of the law which relates to actions so taken shall state that the action was taken by written consent of the Board or Directors without a meeting, and that the Bylaws of the Corporation authorize the Directors to so act, and such statements shall be prima facie evidence of such authority.

Section 16. Vacancies. Vacancies on the Board of Directors shall exist on the death, resignation, removal or expiration of the term of any Director and whenever the number of authorized Directors is increased. The Board of Directors may declare vacant the office of a Director who has been absent from three (3) consecutive Board meetings, declared of unsound mind by a final order of judgment of any court, convicted of a felony or found by any final order or judgment of court to have breached any duty or violated any prohibition arising under Sections 5230-5238 of the California Corporations Code or any successor statutes.

Any Director may resign effective upon giving written notice to the President of the Board, the Recording Secretary of the Board 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 affairs, except upon notice to the Attorney General.

A Director may be removed from office for cause by a vote of a majority of the Directors. Vacancies on the Board may be filled by a vote of a majority of directors then in office, whether or not less than a quorum, or by sole remaining Director. Any Director filling a vacancy shall be considered to be completing that term of the proceeding Director.

Section 17. Nonliability of Directors. The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation merely due to their capacity as Directors.

V.

GENERAL MEMBERSHIP

Section 1. Qualifications. General Membership in the Corporation shall be open to any person who has expressed an interest in furthering the purposes of the Corporation.

Section 2. Admission. Applicants shall be admitted as General Members upon submission of a properly completed application for membership and payment of the membership fee established from time to time by the Board of Directors.

Section 3. Fees, Dues and Assessments. A membership fee shall be charged for association as a General Member in such amount as may be specified from time to time by resolution of the Board of Directors, said fee to be charged for, and payable with, the

application for membership. Annual dues for General Membership, which shall be due each year upon the anniversary date of membership for each General Member individually, shall be in such amount as may be determined from time to time by resolution of the Board of Directors.

Section 4. Number of General Members. There shall be no limit to the number of General Members of the Corporation.

Section 5. Membership Book. The corporation shall keep a membership book containing the name and address of each General Member. Termination of the membership of any General Member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Corporation's principle office and shall be available for inspection by any General Member of the Corporation during regular business hours.

Section 6. Rights of General Members Generally. General Members shall have all rights to which they are entitled under these Bylaws or under the laws of the State of California. These voting rights shall include, but shall not be limited to, the right to vote upon the election of Officers and Directors, the disposition of all or substantially all of the assets of the Corporation, on a merger, on a dissolution or on changed to the Articles of Incorporation or Bylaws. With the exception of the Directors and Officers, General Members shall not have the right to attend meetings of the Board unless duly conferred by the Board.

Section 7. Voting Rights in Elections. Each member from the General Membership shall be entitled to cast one vote for each position open on the Board of Directors, as well as one vote each for the offices of President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 8. Nonliability of General Members. A General Member of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 9. Nontransferability of General Memberships. No General Member may transfer a General Membership or any right arising therefrom.

Section 10. Termination of General Membership. The membership of a General Member shall terminate upon the occurrence of any of the following events:

a) upon his or her notice of such termination delivered to the President or Recording Secretary of the Corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail;

b) upon a determination by the Board that the General Member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the Corporation

or which is in serious violation of any ethical codes adopted for the General Membership by the Corporation.

c) upon failure to renew his or her General Membership by paying dues on or before their due date, such termination to be effective sixty (60) days after a written notification of delinquency is given personally or mailed to such General Member by the Recording Secretary of the Corporation. Thirty (30) days after such initial notice of delinquency, an additional notice reminding the General Member may avoid such termination by paying the amount of delinquent dues within a sixty (60) day period following the General Member's receipt of the first written notification of delinquency.

VI.

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and such other officers as the Board of Directors may appoint.

Section 2. Qualification, Election and Term of Office. Any General Member of the Corporation may serve as an Officer of this Corporation. The Officers shall be elected in accordance with Article VII of these Bylaws, and the individuals elected as officers shall automatically be deemed elected as Directors. Each Officer shall hold office for the fiscal year following his or her election or until the termination of his or her term through resignation, removal or other disqualification in accordance with Section 3 of this Article VI.

Section 3. Removal and Resignation. Any Officer may be removed, either with or without cause, by a majority vote of the Board of Directors at any time, subject to any employment agreement which may exist with any such person and any applicable laws regarding wrongful termination of employees. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Recording 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. All provisions of this Article shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Corporation.

Section 4. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officers shall be filled by a Director then in office who has been appointed by the President. The term of such replacement shall be for the remaining term of the prior officer. Any vacancy with respect to the office of President shall be filled by the Vice-President for the remainder of the prior President's term.

Section 5. Duties of the President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all General Membership meetings. The President shall also attend all meetings of the Board of Directors and preside over its meetings. Subject to consultation with, and control of, the Board of Directors, the President shall supervise and control the affairs of the Corporation. In addition, the President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws of which may be prescribe from time to time by the Board of Directors or by virtue of any agreement between the Corporation and such President. Except as otherwise expressly provided by law, by the Articles of Incorporation, by these bylaws or by virtue of any agreement with such person, he or she shall, in the name of the Corporation, be empowered to execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 6. Duties of the Vice-President. The Vice-President shall perform the duties of the President in his or her absence. Should the office of President ever become vacant due to death, disability, resignation or removal of the President, the Vice-President shall fill the remainder of the President's current term of office, and a new vice president shall be appointed by the Board. The Vice-President shall also act as Program Chairman of the Corporation.

Section 7. Duties of Recording Secretary. The Recording Secretary shall:

a) attend all meetings of the Board of Directors and all other business meetings of the Corporation;

b) certify and keep at the principle office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;

c) keep at the principle office of the Corporation or as such other place as the Board may determine, a book of the minutes of all meetings of the Board and all other business meetings of the Corporation, recording therein the time and place of holding, whether regular or special, how notice thereof was given, the names of those present and the proceedings thereof;

d) at the direction of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

e) be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on be half of the Corporation under its seal is authorized by law or by these Bylaws;

f) exhibit all reasonable times to any Director, on request therefor, the Bylaws and the minutes of the proceedings of the Board or any other business meetings of the Corporation; and

g) in general, perform all duties incident to the office of Recording Secretary and do such other duties as may be required by law, by the Articles or Incorporation, or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 8. Duties of the Corresponding Secretary. The Corresponding Secretary shall;

- a) conduct the official correspondence of the Corporation;
- b) maintain a General Membership directory of the Corporation to be distributed annually to the General Membership; and
- c) in general, perform all duties incident to the office of Corresponding Secretary and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or by any virtue of any agreement between the Corporation and such officer, which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of the Treasurer. Subject to the provisions of these Bylaws relating to the “Article on Execution of Instruments, Deposits and Funds,” the Treasurer shall:

- a) attend all meetings of the Board of Directors and other business meetings of the Corporation;
- b) collect all funds paid to the Corporation and maintain a bank account for such funds in the name of the Corporation;
- c) disperse of cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- d) keep and maintain adequate and correct accounts of the Corporation’s properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses;
- e) exhibit all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor;
- f) render to the Directors, no less than once per month, and what ever other times are requested by the Board, an account of any or all financial transactions of the Corporation and a report of the financial condition of the Corporation;
- g) prepare, or cause to be prepared, and certify, of cause to be certified, the financial statements to be included in any required reports; and

h) in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or by virtue of any agreement between the Corporation and such officer, which may be assigned to him or her from time to time by the Board of Directors.

Section 10. Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors.

VII.

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nominating Committee. At the first regular meeting of the General Membership of the Corporation each October, the President shall appoint a nominating committee comprised of three (3) General Members of the Corporation.

Section 2. Nominating Process. The Nominating Committee shall, prior to or during the first regular meeting of the General Membership in November each year, present to the General Membership the name of one candidate for each elective office for the Officers and Directors. At such meeting, additional nominations for such offices may be made by any General Member. Consent shall be obtained from each nominee prior to taking the vote of the General Membership for such election.

Section 3. Election. Election of all Officers and other Director5s shall be held at the first regular meeting of the General Membership in November each year. A Nominee receiving a simple majority of votes cast for the elective office or Directorship shall be elected.

VIII.

GENERAL MEMBERSHIP MEETINGS

Section 1. Regular Meetings. Regular meetings of the General Membership shall be held twice each month at a place and time to be determined by the Board. Notice of such meetings shall be mailed to each General Member.

Section 2. Special Meetings. Special meetings of the General Membership shall be held in the discretion of the Board or upon a request thereof from a majority of the then current General Membership.

Section 3. Quorum. A quorum for General Membership meetings shall be a simple majority of the General Membership.

Section 4. Proxy Voting. A general or specific proxy may be submitted by any General Member in Writing to any Director prior to any General Membership meeting,

and such Director may vote such proxy in accordance with the general or specific instructions of such General Member.

IX.

LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Liability. Neither Directors, Officers, other General Members, employees, nor agents of the Corporation shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 2. Indemnification. 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 and 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, the indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceeding 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 3. Insurance. 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 liability other than for violating provisions 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 provision of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

X.

COMMITTEES

Section 1. Types of Committees. The Board shall appoint four (4) standing committees, which will be named the "Membership Committee," the "Advertising Committee," the "Newsletter Committee" and the "Public Relations Committee." The Board may also appoint an unlimited number of ad hoc committees. Membership in all committees is open to any General Member in the discretion of the Chairperson of any such committee. All Chairpersons of standing and special committees shall be appointed by the President of the Board, subject to ratification of a majority of the Board in attendance at any meeting of the Board at which a quorum is present.

Section 2. The Membership Committee. The Membership Committee shall consist of a Chairperson, appointed in accordance with Section 1, and any other General Members of the Corporation who shall attend its meetings from time to time. It shall possess no power or authority not specifically conveyed by these Bylaws, but shall primarily be responsible for:

- a) billing the General Membership for annual fees;
- b) compiling the membership “packet” in accordance with the instruction of the Board;
- c) maintain and keeping records of membership cards;
- d) advising the Board of new General Members and their addresses;
- e) maintaining a mailing list of the Corporation for the Newsletter Committee and other purposes; and
- f) advising other Committee Chairpersons as to the interest of various new General Members for particular committees.

Section 3. The Public Relations Committee. The Public Relations Committee shall consist of a Chairperson, appointed in accordance with Section 1, and any other General Members of the Corporation who shall attend its meetings from time to time. It shall possess no power or authority not specifically conveyed by these Bylaws, but shall primarily be responsible for:

- a) disseminating announcements of the activities and meetings of the Corporation to appropriate media outlets and other organizations; and
- b) conducting direct mail activities to existing General Members and prospective new General Members with flyers and mailers announcing special events.

Section 4. The Newsletter Committee. The Newsletter Committee shall consist of a Chairperson appointed in accordance with Section 1, and any other General Members of the Corporation who shall attend its meetings from time to time. It shall possess no power or authority not specifically conveyed by these Bylaws, but shall primarily be responsible for:

- a) compiling and editing the Corporation’s newsletter “For The Record”; and
- b) working in conjunction with Membership Committee to mail copies to the General Membership.

Section 5. Ad Hoc Committees. Ad Hoc Committee shall be responsible for specific ongoing or special projects of the Corporation as appointed. Any General

Member, in the discretion of the President, with ratification of the Board, shall be qualified to serve as Chairperson of an Ad Hoc Committee.

XI.

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by such resolution or pursuant to the terms of their employment contract with the Corporation, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit which will render it liable materially for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Corporation shall be signed by both the President and Treasurer, unless in excess of limits imposed by the Board upon such persons. In absence of either the President or Treasurer, only after notice to such person of the necessity for their signature and their unavailability for such purposes, the Recording Secretary's signature shall be sufficient for such purposes.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable purpose of this Corporation.

XII.

CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its principle office in the State of California:

a) Minutes of all meetings of the Board of Directors and Committees of the Board, 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 General Membership, indicating their names and addresses and the termination date of any membership; and

d) a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by any General Member 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 in the principle 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, for any purpose reasonably related to the interest of such person as a Director, to inspect all books, records and documents of every kind and to inspect the physical properties of the Corporation upon request, stating the reason therefor to the President.

Section 4. Annual Report. The Board shall cause an Annual Report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation and to any other General Member who requested it in writing, 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 principle changes in assets and liabilities, including the 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) expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and

e) any information required by Section 5 of this Article.

The Annual Report shall be accompanied by any report thereon of independent accounts, 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 5. Annual Statement of Specific Transactions to Members. The Corporation shall mail or deliver within one hundred twenty (120) days after the close of its fiscal year, a

statement which briefly describes the amount and circumstances of any indemnification, or transaction in which the Corporation was a party, and in which any Director or officer of the Corporation had a direct or indirect financial interest.

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

XIII.

FISCAL YEAR

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

XIV.

AMENDMENTS 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 by a majority vote of the Directors and General Membership. Such vote may only take place at a regular or special General Membership Meeting, and only if notice that a vote would be taken upon such proposed amendment had been given at the previous regular General Membership meeting.

XV.

AMENDMENTS OF ARTICLES

Amendment of the Articles of Incorporation may be adopted by the approval of a majority of the Board of Directors. Notwithstanding the foregoing, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation 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 Nonprofit Corporation" pursuant to Section 8210 of the California Nonprofit Corporation Law.