

Bylaws of The California Latino Psychological Association

ARTICLE 1 - NAME & OFFICES

SECTION 1 - NAME

The name of the organization shall be the “California Latino Psychological Association” also known as “CLPA”.

SECTION 2 - INCORPORATION

The California Latino Psychological Association was registered in the state of California on June 16th, 2005.

SECTION 3 - PRINCIPAL OFFICE

The principal office of the corporation is located in Orange County, State of California.

SECTION 4 - CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

SECTION 5 - OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2 - NONPROFIT PURPOSES

SECTION 1 - IRC SECTION 501(C)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2 - SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to advocate for, and serve the mental health needs of the Latino community through outreach and education and enhance the quality of education, training and work environments of Latino Psychologists. This corporation strives to provide a framework by which Latino service providers can enhance the development of culturally competent psychological services, through the promotion of education to the public of psychological issues. This corporation is invested in the clinical, research and academic issues related to Latino Psychology.

ARTICLE 3 - DIRECTORS

SECTION 1 - NUMBER

The corporation shall have not more than fifteen (15) and not less than five (5) directors, and collectively they shall be known as the Board of Directors.

SECTION 2 - QUALIFICATIONS OF DIRECTORS

Directors shall be of the age of majority in this state. Directors shall be selected based on their experience, qualifications, and ability to further CLPA's goals.

SECTION 3 - POWERS OF DIRECTORS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by others, 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 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, 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 and agents of the corporation;
- c) Supervise all officers and agents of the corporation to assure that their duties are performed properly;
- d) Actively pursue fund-raising on an ongoing basis, with the objective of raising operating and capital funds.
- e) Meet at such times and places as required by these Bylaws;
- f) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, e-mailed, or faxed to them at such addresses shall be valid notices thereof;
- g) The Board shall conduct an annual meeting at the end of the Fiscal Year at which any election of officers or directors shall take place.

SECTION 5 - TERM OF OFFICE

Each director shall hold office for a period of two (2) years and until his or her successor is elected and qualifies. The terms of office shall be staggered, such that each year, approximately one half (1/2) of the directors shall remain on the Board from the previous year without election.

SECTION 6 - COMPENSATION

Directors shall serve without compensation. Directors, however, shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7 - PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board, via telephone conference calls or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8 - REGULAR MEETINGS

Regular meetings of Directors shall be scheduled monthly and held on a day to be determined by the Board, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

If any Board member shall fail to attend two consecutive meetings of the Board without excuse and, after having been notified by the Secretary of such failure to attend, shall fail to present at the next regular meeting after such notification an excuse for said absence acceptable to the Board, said absent Board member shall, in that case, be deemed to have resigned. However, the Board shall have the power to excuse the absence of any Board member.

SECTION 9 - SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any two members of the Board, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall

be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10 - NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.
- b) Special Meetings. At least two (2) week's prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by e-mail and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11 - QUORUM FOR MEETINGS

A quorum shall consist of a majority (50% plus 1) of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12 - MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by consensus of the Board, or a majority of the directors present at a meeting duly held at which a quorum is present (if consensus is not feasible) is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13 - CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Vice-Chair of the Board, or, in his or her absence, by a director elected by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding director shall appoint another person to act as Secretary of the Meeting.

Members of the Board may participate in a meeting via telephone, so long as all members participating in such a meeting can hear one another. Participation in a meeting through use of telephone or similar communications equipment shall constitute presence in person at such meeting.

Decisions shall be reached, whenever feasible, by consensus of the members present. If consensus cannot be reached, Robert's Rules of Order shall govern the decision-making process.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14 - VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the Vice-Chair, 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 Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

SECTION 15 - NONLIABILITY OF DIRECTORS

The directors and officers of the corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16 - INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 17 - INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, 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 liabilities 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 Articles of Incorporation, these Bylaws or provisions of law.

SECTION 18 - VOLUNTEER ADVISORS

The directors may elect or appoint volunteers advisor to assist the board in making and carrying out its decisions. Special committees shall also have the power to appoint volunteer advisors to assist them within their area of responsibility.

ARTICLE 4 - OFFICERS

SECTION 1 - DESIGNATION

The officers of the Corporation shall consist of the President, President-Elect, Secretary and Treasurer.

SECTION 2 - ELECTION AND TENURE

The President, President-Elect, Secretary and Treasurer shall be elected bi-annually by the Board of Directors at a bi-annual meeting of the Board. Other officers, if any, may be elected by the Board of Directors at any time.

SECTION 3 - REMOVAL AND RESIGNATION OF OFFICERS

Any 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 Secretary of the corporation. Any such resignation shall take effect at the date of 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 or ratified by the Board of Directors 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 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 shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

SECTION 5 – DUTIES OF PRESIDENT

The President shall:

- Be the chief executive office of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the directors.
- Chair all meetings of the directors and the directors committees' at which he or she is present.
- Perform such duties as the board of directors may prescribe and shall see that all orders and resolutions of the directors are carried into effect.
- Execute in the name of the Corporation, deeds mortgages, bonds, contracts, and other instruments authorized by the directors, except in cases where the execution thereof shall be expressly delegated by the directors to some other office or agent of the Corporation.
- Perform all duties incident to the office of President and such other duties as may be assigned by the directors.

SECTION 6 – DUTIES OF PRESIDENT-ELECT

The President-Elect shall:

- Be the Vice-Chair at all meetings of the directors and the directors committees' at which he or she is present.
- Shall serve as assistant to the President in his or her efforts towards the stated objectives and purposes of the Corporation.
- Shall assume the duties of the President in the absence of the President, including assuming the role of Chair at all meetings of the directors.
- Perform such duties as the board of directors may prescribe and shall assist in seeing through that all orders and resolutions of the directors are carried into effect.
- Perform such other duties as may be assigned by the directors.

SECTION 7 - DUTIES OF SECRETARY

The Secretary shall:

- Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the minutes of the proceedings of the directors of the corporation.
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- Be responsible for sending minutes of the meetings to the Board for approval within two weeks of each board meeting, responsible for sending notices of scheduled meetings, and letters of appointment to committees and appointed officers.
- Perform other duties as designated by the Board or by standing rule.

SECTION 8 - DUTIES OF TREASURER

The Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at 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.
- Render to the directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- Be responsible for all filings required by the California Franchise Tax Board, the State of California corporate laws, the Internal Revenue Service, and any other governmental agency concerned with the corporation's non-profit status.

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 of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 5 - COMMITTEES

SECTION 1 - BOARD COMMITTEES

The Board of Directors may create one or more standing or ad hoc committees, each consisting of at least one (1) member of the Board, to serve at the pleasure of the Board. Appointments to such Board committees shall be made by vote of the board. The Board may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law, except that no committee, regardless of Board resolution, may:

- a. Fill vacancies on the Board or any committee which has the authority of the Board;
- b. Fix compensation of Directors for serving on the Board or any committee;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- e. Appoint committees of the Board or the members thereof;
- f. Spend corporate funds to support a nominee or applicant for Director after there are more people nominated for Director than can be elected;
- g. Approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law; or
- h. Approve any action for which the California Nonprofit Public Benefit Corporation Law requires the approval of the Board.

SECTION 2 - MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 3 - STANDING COMMITTEES

The standing committees of the Board of Directors shall include:

- a finance committee to oversee the assets and liabilities of CLPA
- a development committee to lead the fundraising of CLPA
- an audit committee to ensure that all AFUA funds are used in a manner corresponding with its mission

ARTICLE 6 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1 - EXECUTION OF INSTRUMENTS

The Board of Directors, 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 of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 or to render it liable monetarily 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 the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer.

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 nonprofit purposes of this corporation.

ARTICLE 7 - SELF-DEALING

SECTION 1 - DEFINITION

Self-dealing transaction means a transaction to which the corporation is a party and in which one or more of the Directors ["interested Director(s)"] has a material financial interest. Notwithstanding this definition of self-dealing transaction, the following transactions are not self-dealing transactions, and are subject to the Board's general standard of care:

- a. An action by the Board fixing the compensation of the Director as a Director or officer of the corporation;
- b. A transaction which is part of a public or charitable program of the corporation if the transaction is (1) approved or authorized by the corporation in good faith and without unjustified favoritism; and results in a benefit to one or more Directors or their families because they are in a class of persons intended to be benefited by the program;
- c. A transaction of which the interested Directors have no actual knowledge, and which does not exceed the lesser of five percent (5%) of the corporation's gross receipts for the fiscal year immediately preceding the year in which such transaction occurs, or One Hundred Thousand Dollars (\$100,000).

SECTION 2 - ACTION OF THE BOARD

If the transaction appears to be a self-dealing one, the interested Director must demonstrate the following in order to sustain the validity of the transaction:

- a. That, prior to consummating the transaction or any part thereof, the Board authorized or approved the transaction in good faith by vote of a majority of the Directors then in office excluding the vote of the interested Director(s), and with knowledge of the material facts concerning the transaction and the interested Director's interest in it. Except as provided in Section 4, below, action by a committee of the Board will not satisfy this requirement.
- b. That either:
 - (1) Prior to authorizing or approving the transaction, the Board considered and in good faith determined after reasonable investigation that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or
 - (2) The corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.
- c. That the corporation entered into the transaction for its own benefit; and
- d. That the transaction was fair and reasonable as to the corporation at the time the corporation entered into the transaction.

SECTION 3 - INTERESTED DIRECTOR'S VOTE

In determining whether the Board validly met to authorize or approve a self-dealing transaction, interested Directors may be counted to determine the presence of a quorum, but an interested Director's vote may not be counted toward the required majority for such authorization, approval or ratification.

SECTION 4 - COMMITTEE APPROVAL

A Board committee may approve a self-dealing transaction in a manner consistent with the standards prescribed for approval by the Board if it was not reasonably practical to obtain approval of the Board prior to entering into the transaction; the Board determines in good faith that the committee met the same requirements the Board would have had to meet in approving the transaction; and the Board ratifies the transaction at its next meeting by a vote of a majority of the Directors then in office, excluding the vote of the interest Director(s).

SECTION 5 - PERSONS LIABLE AND EXTENT OF LIABILITY

If a self-dealing transaction has not been approved as provided above, the interested Director(s) may be required to do such things and pay such damages as a court may provide as an equitable and fair remedy to the corporation, considering any benefit received by it and whether or not the interested Director(s) acted in good faith and with the intent to further the best interests of the corporation.

SECTION 6 - STATUTE OF LIMITATIONS

An action to remedy an improper self-dealing transaction, brought by a proper party under Section 5233(c) of the California Nonprofit Public Benefit Corporation Law, must be commenced either:

- a. Within two (2) years after written notice putting forth the material facts of the transaction and the interested Director's interest in it was filed with the Attorney General in accordance with the Attorney General's regulations; or
- b. If no such notice is filed, within three (3) years after the transaction occurred, except that the Attorney General shall have ten (10) years after the transaction occurred within which to file an action.

SECTION 7 - CORPORATE LOANS AND ADVANCES

The corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a

Director or officer of the corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, if, in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the corporation, its parent or any subsidiary.

SECTION 8 - ANNUAL STATEMENT OF CERTAIN TRANSACTIONS

The annual statement required by Section 6322 of the California Nonprofit Public Benefit Corporation Law shall be furnished to the Directors for any fiscal year in which a transaction or indemnification of the kind described in a. or b. below took place:

- a. A transaction in which the corporation or a parent or subsidiary was a party and one or more Directors or officers of the corporation or a parent or subsidiary or a holder of more than ten percent (10%) of the voting power of the corporation or a parent or subsidiary had a direct or indirect material financial interest and which involved Fifty Thousand Dollars (\$50,000) or more, or which was one of a number of such transaction which involved the same interested person(s) and which amounted in the aggregate to Fifty Thousand Dollars (\$50,000) or more; or
- b. Any indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the corporation or a parent or subsidiary.

Such statement shall be mailed or delivered to the Directors within one hundred twenty (120) days after the close of the corporation's fiscal year.

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, 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 copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Board of Directors and Officers 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. If such a seal is adopted, it 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 and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4 - RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5 - PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

ARTICLE 9 - IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1 - LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2 - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3 - DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4 - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 10 - AMENDMENT OF BYLAWS

SECTION 1 - AMENDMENT

Subject to the power of the l, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 11 - CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

CLPA Title	Name	Signature	Date
_____	_____	_____	_____
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