

**BYLAWS**  
**OF**  
**CASA ROMANA SI CAPELA CORPORATION**

**ARTICLE I**

**Offices**

**1. Principal Office.** The principal office of the corporation (also referred to as "CRC") shall be located at such place as the Board of Directors may from time to time authorize. If the principal office is located outside the State of California, and the corporation has one or more offices in the State of California, the Board of Directors shall fix and designate a principal office in the State of California.

**2. Other Offices.** Additional offices of the corporation shall be located at such place or places, within or outside the State of California, as the Board of Directors may from time to time authorize.

**ARTICLE II**

**Corporate Seal**

**3. Corporate Seal.** If the Board of Directors adopts a corporate seal such seal shall have inscribed thereon the name of the corporation and the state and date of its incorporation. If and when a seal is adopted by the Board of Directors, such seal may be engraved, lithographed, printed, stamped, impressed upon or affixed to any contract, conveyance or other instrument executed by the corporation.

**ARTICLE III**

**Members**

**4. Members.** This corporation shall have only one class of members. Each person or family that has paid the annual dues shall be a Voting Member. The Board of Directors may from time to time establish the level of annual or monthly dues to be paid by the Voting Members. Any Voting Member that fails to pay the annual or monthly dues so established by the Board of Directors shall cease to be a Voting Member, but shall regain his or her Voting Membership upon payment of the membership charges for the current year.

## ARTICLE IV

### MEMBERS' MEETINGS AND VOTING RIGHTS

**5. Place of Meetings.** Meetings of Members shall be held at the principal executive office of the corporation, or at any other place, within or outside the State of California, which may be fixed either by the Board of Directors.

**6. Annual Meeting.** The annual meeting of the Members shall be held on any date and time that may from time to time be designated by the Board of Directors. At such annual meeting, directors shall be elected and any other business may be transacted that may properly come before the meeting.

#### **7. Special Meetings.**

(a) Special meetings of the Members, for any purpose or purposes, may be called by the Board of Directors, the Chairman of the Board of Directors, the President, or Voting Members entitled to cast not less than ten percent (10%) of the votes at the meeting.

(b) Upon written request to the Chairman of the Board of Directors, the President, any vice president or the Secretary of the corporation by any person or persons (other than the Board of Directors) entitled to call a special meeting of the Members, such officer forthwith shall cause notice to be given to the Members that a meeting will be held at a time requested by the person or persons calling the meeting, such time to be not less than thirty-five (35) nor more than sixty (60) days after receipt of such request. If such notice is not given within twenty (20) days after receipt of such request, the person or persons calling the meeting may give notice thereof in the manner provided by law or in these bylaws. Nothing contained in this Section 7 shall be construed as limiting, fixing or affecting the time or date when a meeting of Members called by action of the Board of Directors may be held.

**8. Notice of Meetings.** Except as otherwise may be required by law and subject to subsection 7(b) above, written notice of each meeting of Members shall be given to each Member by the Secretary, assistant secretary or other person charged with that duty, not less than ten (10) (or, if sent by third class mail, thirty (30)) nor more than sixty (60) days before such meeting.

Notice of any meeting of Members shall state the date, place and hour of the meeting and,

(a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted at such meeting;

(b) in the case of an annual meeting, the general nature of matters that the Board of Directors, at the time the notice is given, intends to present for action by the Members; and

(c) in the case of any meeting at which directors are to be elected, the names of the nominees intended at the time of the notice to be presented by management for election.

At a special meeting, notice of which has been given in accordance with this Section, action may not be taken with respect to business, the general nature of which has not been stated in such notice. At an annual meeting, action may be taken with respect to business stated in the notice of such meeting, given in accordance with this Section, and with respect to any other business as may properly come before the meeting.

**9. Manner of Giving Notice.** Notice of any meeting of Members shall be given either personally or by first-class mail, or telegraphic, facsimile or other written communication, addressed to the Member at the address of that Member appearing on the books of the corporation or given by the Member to the corporation for the purpose of notice. If no such address appears on the corporation's books or is given, notice shall be deemed to have been given if sent to that Member by first-class mail or telegraphic or other written communication to the corporation's principal executive office.

If any notice addressed to a Member at the address of that Member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Member at that address, all future notices shall be deemed to have been duly given without further mailing if these shall be available to the Member on written demand by the Member at the principal executive office of the corporation for a period of one year from the date of the giving of the notice.

An affidavit of mailing of any notice or report in accordance with the provisions of this Section 9, executed by the Secretary, Assistant Secretary or any transfer agent, shall be prima facie evidence of the giving of the notice.

**10. Quorum and Transaction of Business.**

(a) At any meeting of the Members, a majority of the votes held by Voting Members entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of votes of the Voting Members represented at the meeting and entitled to vote on any matter shall be the act of the Members, unless the vote of a greater number or voting by classes is required by law or by the Articles of Incorporation or by these bylaws (including, without limitation, Sections 49 and 55 below), and except as provided in subsection (b) below.

(b) The Members present at a duly called or held meeting of the Members at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, provided that any action taken (other than adjournment) is approved by at least a majority of the votes of the Voting Members required to constitute a quorum.

(c) In the absence of a quorum, no business other than adjournment may be transacted, except as described in subsection (b) above.

**11. Adjournment and Notice of Adjourned Meetings.** Any meeting of Members may be adjourned from time to time, whether or not a quorum is present, by the affirmative vote of a majority of the votes of the Voting Members represented at such meeting either in person or by proxy and entitled to vote at such meeting.

In the event any meeting is adjourned, it shall not be necessary to give notice of the time and place of such adjourned meeting pursuant to Sections 8 and 9 of these bylaws; provided that if any of the following three events occur, such notice must be given:

(a) announcement of the adjourned meeting's time and place is not made at the original meeting that it continues; or

(b) such meeting is adjourned for more than forty- five (45) days from the date set for the original meeting; or

(c) a new record date is fixed for the adjourned meeting.

At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

**12. Waiver of Notice, Consent to Meeting or Approval of Minutes.**

(a) Subject to subsection (b) of this Section, the transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the Voting Members entitled to vote but not present in person or by proxy signs a written waiver of notice or a consent to holding of the meeting or an approval of the minutes thereof.

(b) A waiver of notice, consent to the holding of a meeting or approval of the minutes thereof need not specify the business to be transacted or transacted at nor the purpose of the meeting.

(c) All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(d) A Voting Member's attendance at a meeting shall constitute waiver of notice of and presence at such meeting, except when such person objects at the beginning of the meeting to transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters that are required by law or these bylaws to be in such notice, but are not so included, if such person expressly objects to consideration of such matter or matters at any time during the meeting.

**13. Action by Written Consent Without a Meeting.** Any action that may be taken at any meeting of Members may be taken without a meeting and without prior notice if written consents setting forth the action so taken are signed by Voting Members holding not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Voting Members entitled to vote thereon were present and voted.

Directors may not be elected by written consent except by unanimous written consent of all Voting Members; provided that any vacancy on the Board of Directors (other than a vacancy created by removal) that has not been filled by the Board of Directors may be filled by the written consent of a majority of votes by Voting Members entitled to vote for the election of directors.

Any written consent may be revoked prior to the time that written consents of the number of votes required to authorize the proposed action have been filed with the Secretary. Such revocation must be in writing and will be effective upon its receipt by the Secretary.

If the consents of all Voting Members have not been solicited in writing, and if the unanimous written consent of all such Voting Members shall not have been received, the Secretary shall give prompt notice of any corporate action approved by the Members without a meeting to those Members entitled to vote on such matters who have not consented thereto in writing. This notice shall be given in the manner specified in Section 9 of these bylaws.

**14. Voting.** The Voting Members entitled to vote at any meeting of Members shall be determined in accordance with the provisions of Section 15 of these bylaws. Voting at any meeting of Members need not be by ballot; *provided, however*, that elections for directors must be by ballot if balloting is demanded by a Member at the meeting and before the voting begins.

Every person entitled to vote at an election for directors may cumulate the votes to which such person is entitled, *i.e.*, such person may cast a total number of votes equal to the number of directors to be elected multiplied by the number of votes to which such person's membership is entitled, as more fully described below, and may cast said total number of votes for one or more candidates in such proportions as such person thinks fit; *provided, however*, no Member shall be entitled to so cumulate such Member's votes unless the candidates for which such Member is voting have been placed in nomination prior to the voting and a Member has given notice at the meeting, prior to the vote, of an intention to cumulate votes. In any election of directors, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

Except as may be otherwise provided in the Articles of Incorporation or by law, and subject to the foregoing provisions regarding the cumulation of votes, each Voting Member shall be entitled to one vote plus the number of votes computed by dividing (i) the cumulative donations made by such Voting Member and accepted by the Board of Directors of CRC (not including monthly or annual dues paid on or after January 1, 1998) by (ii) \$250, and rounding down to the nearest integer. In no event shall any Voting Member be entitled to vote more than

25% of the then outstanding votes held by all Voting Members, including the Voting Member to whom such limitation applies.

Any Voting Member may vote part of such Member's Votes in favor of a proposal and refrain from voting the remaining Votes or vote them against the proposal, other than elections to office, but, if the Member fails to specify the number of Votes such Member is voting affirmatively, it will be conclusively presumed that the Member's approving vote is with respect to all Votes such Member is entitled to vote.

**15. Persons Entitled to Vote or Consent.** The Board of Directors may fix a record date pursuant to Section 54 of these bylaws to determine which Voting Members are entitled to notice of and to vote at a meeting or consent to corporate actions, as provided in Sections 13 and 14 of these bylaws. Only persons identified as Voting Members on the membership records of the corporation on such date shall be entitled to vote or consent.

If no record date is fixed:

(a) The record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the business day next preceding the day notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held;

(b) The record date for determining Voting Members entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given;

(c) The record date for determining Members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

A determination of Members of record entitled to notice of or to vote at a meeting of Members shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting; *provided, however*, that the Board of Directors shall fix a new record date if the meeting is adjourned for more than forty-five (45) days from the date set for the original meeting.

**16. Proxies.** Every person entitled to vote or execute consents may do so either in person or by one or more agents authorized to act by a written proxy executed by the person or such person's duly authorized agent and filed with the Secretary of the corporation; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy. The manner of execution, suspension, revocation, exercise and effect of proxies is governed by law.

**17. Inspectors of Election.** Before any meeting of Members, the Board of Directors may appoint any persons, other than nominees for office, to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are so appointed, the chairman of the meeting may, and on the request of any Member or a Member's proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at a meeting on the request of one or more Members or proxies, the majority of votes represented in person or proxy shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or fails or refuses to act, the chairman of the meeting may, and upon the request of any Member or a Member's proxy shall, appoint a person to fill that vacancy.

These inspectors shall:

(a) Determine the number of Voting Memberships outstanding and the voting power of each, the votes represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;

(b) Receive votes, ballots, or consents;

(c) Hear and determine all challenges and questions in any way arising in connection with the right to vote;

(d) Count and tabulate all votes or consents;

(e) Determine when the polls shall close;

(f) Determine the result; and

(g) Do any other acts that may be proper to conduct the election or vote with fairness to all Members.

## **ARTICLE V**

### **Board of Directors**

**18. Powers.** Subject to the provisions of law, the activities and affairs of CRC shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of CRC to any person or persons, management company or committee, however composed, provided that the activities and affairs of CRC shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Without in any way limiting the generality of the foregoing, the Board shall be responsible for the following functions:

(a) Developing and approving the long range plan for CRC that will guide expenditures, capital spending and policies.

(b) Taking the primary responsibility for raising money for the operation and capital investments of CRC.

(c) Hiring or terminating the President.

(d) Approving administrative policies under which the President and the other officers, employees and agents of CRC must operate.

(e) Monitoring the performance of the President against objectives and policies and taking corrective action whenever performance is not adequate.

(f) Providing guidance and counsel to CRC and the President on various issues facing CRC (e.g., legal, political, financial etc.).

(g) Assisting the President in maintaining good community and government relations and in special events held by CRC.

(h) Approving policies under which CRC must operate.

(i) Serving as the body of final appeal in situations of unresolved conflict among the officers, members and other parties relating to CRC matters.

**19. Number of Directors.** The authorized number of Directors of the corporation shall be 9 (nine), until changed by a duly adopted amendment to these bylaws. No reduction of the authorized number of Directors shall remove any Director prior to the expiration of such Director's term of office.

**20. Election of Directors, Term.** Directors shall be elected annually at the Annual Meeting for up to three years term. The board should be classified, such that approximately one third of the seats shall be up for election every three years. Directors so elected shall hold office until their respective successors are elected and have qualified, or until their death, resignation or removal.

**21. Resignations.** Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected pursuant to Section 23 of these bylaws to take office on the date the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California, no Director may resign if such resignation would leave the corporation without a duly elected Director or Directors in charge of its affairs.

**22. Removal.** The entire Board of Directors or any individual director may be removed from office without cause by the affirmative vote of a majority of the outstanding votes held by Voting Members; *provided, however,* that unless the entire Board is removed, no individual director may be removed when the votes cast against such director's removal, or not consenting in writing to such removal, would be sufficient to elect that director if voted cumulatively at an election at which the same total number of votes cast were cast (or, if such action is taken by written consent, all votes held by Voting Members were voted) and the entire number of directors authorized at the time of such director's most recent election were then being elected. In addition, and without limiting the generality of the foregoing, the following circumstances shall automatically terminate that Director's membership to the Board and create a vacancy:

(a) the Director does not attend either (i) at least one-third of the meetings held during the year or (ii) three consecutive Board meetings during any full year of office;

(b) the Director dies or is disabled to the point of being unable to serve the remainder of his/her term;

(c) the Director is convicted of any felony or pleads guilty to any felony; or

(d) the Director is found, by a majority of the Board, to have committed an act of immorality, malfeasance or fraud in his/her service on the Board.

**23. Vacancies.** A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or upon increase in the authorized number of Directors or if, for whatever reason, there are fewer Directors on the Board of Directors than the full number authorized. Such vacancy or vacancies may be filled for the remaining term applicable to the vacancy by the remaining Directors, though less than a quorum, or by a sole remaining Director.

**24. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times, places and dates as fixed by the Board of Directors. Regular meetings of the Board of Directors held pursuant to this Section 24 may be held without notice.

**25. Participation by Telephone.** Directors may participate in a Board of Directors meeting through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Such participation constitutes presence in person at such meeting.

**26. Special Meetings.** Special meetings of the Board of Directors for any purpose may be called by the Chairman of the Board or the President or any vice president or the Secretary or any two (2) Directors.

**27. Notice of Meetings.** Notice of the date, time and place of all meetings of the Board of Directors, other than regular meetings held pursuant to Section 24 hereinabove, shall be delivered personally, orally or in writing, or by telephone or telegraph to each Director, at least forty-eight (48) hours before the meeting, or sent in writing to each Director by first-class mail, charges prepaid, at least four (4) days before the meeting. Such notice may be given by the Secretary or by the person or persons who called the meeting. Such notice need not specify the purpose of the meeting. Notice of any meeting of the Board of Directors need not be given to any Director who signs a waiver of notice of such meeting, or a consent to holding the meeting or an approval of the minutes thereof, either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement such Director's lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**28. Place of Meetings.** Meetings of the Board of Directors may be held at any place within or without the state which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated by resolution of the Board of Directors or, if not so designated or stated, at the principal office of the corporation.

**29. Action by Written Consent Without a Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

**30. Quorum and Transaction of Business.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the law, the Articles of Incorporation or these bylaws (including, without limitation, Section 49 below) specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of Directors, if any action taken is approved by at least a majority of the number of Directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting, as provided in Section 31 of these bylaws.

**31. Adjournment.** Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the Directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**32. Organization.** The Chairman of the Board shall preside at every meeting of the Board of Directors, if present. If there is no Chairman of the Board or if the Chairman is not present, the most senior Vice Chairman shall act as chairman, and in the absence of all Vice Chairmen a Director chosen by a majority of the Directors present shall act as chairman. The

Secretary or, in the absence of the Secretary, any person appointed by the Chairman shall act as secretary of the meeting.

**33. Compensation.** Except as set forth in Section 47 below, Directors and members of committees shall serve without compensation for their services. Directors may receive such reimbursement for out-of-pocket expenses, as may be fixed or determined by at least two-thirds of the Directors then in office.

**34. Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, create one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board of Directors. Appointments to such committees shall be made annually by a majority vote of the Directors then in office. Unless the Board shall designate the Chairman of a committee, the Chairman of the Board shall designate such committee Chairman. The Board of Directors may appoint one or more Directors as alternate members of any committee to replace any absent member at any meeting of such committee. Any such committee shall have authority to act in the manner and to the extent provided in the resolution of the Board of Directors, may adopt rules for its own governance as long as they are consistent with these Bylaws and the rules adopted by the Board of Directors, and may have all the authority of the Board of Directors in the management of the activities and affairs of CRC, except with respect to:

(a) the approval of any action that would be required by the California Corporations Code or otherwise by law to be taken by the entire Board;

(b) the filling of vacancies on the Board of Directors or any committee that has the authority of the Board of Directors;

(c) the fixing of compensation of Directors for serving on the Board of Directors or any of its committees or of any officer;

(d) the amendment or repeal of these bylaws or the adoption of new bylaws;

(e) the amendment or repeal of any resolution of the Board of Directors that by its express terms is not so amendable or repealable;

(f) the appointment of other committees of the Board of Directors or the members thereof;

(g) the expenditure of corporate funds in excess of \$500; or

(h) the approval of any transaction within the provisions of California Corporations Code Section 9243, except as provided in California Corporations Code Section 9243(d)(4).

The foregoing provisions of this Section 34 shall not apply to any committee that is not authorized to exercise the authority of the Board of Directors.

Any committee may from time to time provide by resolution for regular meetings at specified times and places. No notice of such a meeting need be given. Such regular meetings need not be held if the committee shall so determine at any time before or after the time when such meeting would otherwise have taken place. Special meetings may be called at any time in the same manner and by the same persons as stated in Sections 26 and 27 of these bylaws for meetings of the Board of Directors. The provisions of Sections 25 and 28 through 32 of these bylaws shall apply to committees, committee members and committee meetings as if the words "committee" and "committee member" were substituted for the word "Board of Directors", and "Director", respectively, throughout such sections.

**35. Interested Persons.** At no time shall more than forty-nine percent (49%) of the Directors be "interested persons" as defined in Section 9243 of the California Corporations Code.

## ARTICLE VI

### Officers

**36. Officers.** The corporation shall have a Chairman of the Board, one or more Vice Chairmen, a President, a Secretary, a Treasurer and such other officers with such titles and duties as the Board of Directors may determine. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

**37. Appointment.** All officers shall be chosen and appointed by the Board of Directors following the Annual Meeting and the Chairman, the Vice Chairmen and the Secretary shall be selected from among the elected Directors. All officers shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under a contract of employment.

**38. Inability to Act.** In the case of absence or inability to act of any officer of the corporation or of any person authorized by these bylaws to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any Director or other person whom it may select, for such period of time as the Board of Directors deems necessary.

**39. Resignations.** Any officer may resign at any time upon written notice to the corporation, without prejudice to the rights, if any, of the corporation under any contract to which such officer is a party. Such resignation shall be effective upon its receipt by the Chairman of the Board, the President, the Secretary or the Board of Directors, unless a different time is specified in the notice for effectiveness of such resignation. The acceptance of any such resignation shall not be necessary to make it effective unless otherwise specified in such notice.

**40. Removal.** Any officer may be removed from office at any time, with or without cause, but subject to the rights, if any, of such officer under any contract of employment, by the

Board of Directors or by any committee to whom such power of removal has been duly delegated.

**41. Vacancies.** A vacancy occurring in any office for any reason may be filled by the Board of Directors, in the manner prescribed by this Article of the bylaws for initial appointment to such office.

**42. Chairman of the Board.** The Chairman of the Board, if there be such an officer, shall, if present, preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as may be assigned from time to time by the Board of Directors or prescribed by these bylaws. If no President is appointed, the Chairman of the Board is the general manager and chief executive officer of the corporation, and shall exercise all powers of the President described in Section 43 hereinbelow.

**43. President.** Subject to such powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the general manager and chief executive officer of CRC and shall have general supervision and control over the activities and affairs of CRC, subject to the control of the Board of Directors. The President may sign and execute, in the name of CRC, and subject to multiple signature limitations imposed from time to time by the Board of Directors, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of CRC. Subject to any limitations imposed from time to time by the Board, the President shall have all the general powers and duties of management usually vested in the president of a corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors or these bylaws. The President shall have discretion to prescribe the duties of other officers and employees of the corporation in a manner not inconsistent with the provisions of these bylaws and the directions of the Board of Directors, provided that the duties of Chairman, the Vice Chairmen, the Secretary and the Treasurer are set forth in full in these bylaws.

**44. Vice Chairmen.** In the absence or disability of the Chairman, in the event of a vacancy in the office of Chairman, or in the event such officer refuses to act, the most senior Vice Chairman present shall perform all the duties of the Chairman and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the Chairman. If at any such time the corporation has more than one Vice Chairman, the duties and powers of the Chairman shall pass to each Vice Chairman in order of such Vice Chairman's tenure on the Board unless a different rank has been fixed by the Board of Directors. The Vice Chairmen shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors or pursuant to Sections 36 and 37 of these bylaws or otherwise pursuant to these bylaws.

**45. Secretary.** The Secretary shall:

(a) Keep, or cause to be kept, minutes of all meetings of the Board of Directors and committees of the Board of Directors, if any. Such minutes shall be kept in written form.

(b) Keep, or cause to be kept, at the principal office of the corporation, or if the principal office is not in California, at its principal office in California, an original or copy of the Articles of Incorporation and these bylaws, as amended.

(c) Give, or cause to be given, notice of all meetings of Directors and committees of the Board of Directors, as required by law or by these bylaws.

(d) Keep the seal of the corporation, if any, in safe custody.

(e) Exercise such powers and perform such duties as are usually vested in the office of secretary of a corporation, and exercise such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or these bylaws.

If any assistant secretaries are appointed, the assistant secretary, or one of the assistant secretaries in the order of their rank as fixed by the Board of Directors or, if they are not so ranked, the assistant secretary designated by the Board of Directors, in the absence or disability of the Secretary or in the event of such officer's refusal to act or if a vacancy exists in the office of Secretary, shall perform the duties and exercise the powers of the Secretary and discharge such duties as may be assigned from time to time pursuant to these bylaws or by the Board of Directors.

**46. Treasurer.** The Treasurer shall:

(a) Be responsible for all functions and duties of the treasurer of the corporation and shall serve as Chairman of the Board's Finance Committee (if such committee is established).

(b) Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account for the corporation.

(c) Receive or be responsible for receipt of all monies due and payable to the corporation from any source whatsoever; have charge and custody of, and be responsible for, all monies and other valuables of the corporation and be responsible for deposit of all such monies in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors or a duly appointed and authorized committee of the Board of Directors.

(d) Disburse or be responsible for the disbursement of the funds of the corporation as may be ordered by the Board of Directors or a duly appointed and authorized committee of the Board of Directors.

(e) Render to the Board of Directors a statement of the financial condition of the corporation if called upon to do so.

(f) Serve as the interface between the Board and the independent auditors retained by the Board.

(g) Exercise such powers and perform such duties as are usually vested in the office of chief financial officer of a corporation, and exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

If any assistant financial officer is appointed, the assistant financial officer, or one of the assistant financial officers, if there are more than one, in the order of their rank as fixed by the Board of Directors or, if they are not so ranked, the assistant financial officer designated by the Board of Directors, shall, in the absence or disability of the Treasurer or in the event of such officer's refusal to act, perform the duties and exercise the powers of the Treasurer, and shall have such powers and discharge such duties as may be assigned from time to time pursuant to these bylaws or by the Board of Directors.

**47. Compensation.** No Director on the Board of Directors may receive compensation unless the Director also serves as an officer, which officer position receives compensation as determined by the Board of Directors. The compensation of such officers shall be fixed from time to time by the Board of Directors.

## ARTICLE VII

### Contracts, Loans, Bank Accounts, Checks and Drafts

**48. Execution of Contracts and Other Instruments.** Except as these bylaws may otherwise provide, the Board of Directors or its duly appointed and authorized committees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CRC, and such authorization may be general or confined to specific instances. Except as so authorized or otherwise expressly provided in these bylaws, no officer, agent or employee shall have any power or authority to bind CRC by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

**49. Loans.** No loans shall be contracted on behalf of CRC and no negotiable paper shall be issued in its name, unless and except as authorized by both (i) at least two-thirds of the then elected and serving members of the Board of Directors and (ii) (A) the affirmative vote of at least two-thirds of the votes of the Voting Members represented at the meeting and entitled to vote and (B) the affirmative vote of the majority of the votes held by all the Voting Members entitled to vote, whether or not represented at the meeting. When so authorized by the Board of Directors and the Voting Members, and subject to any multiple signature limitations then imposed by the Board of Directors, any officer or agent of CRC may effect loans and advances at any time for CRC from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of CRC and, when authorized as aforesaid, may mortgage, pledge, hypothecate or transfer any and all stocks, securities and other property, real

or personal, at any time held by CRC, and to that end endorse, assign and deliver the same as security for the payment of any and all loans, advances, indebtedness and liabilities of CRC. Such authorization may be general or confined to specific instances. Except as provided by Section 9241 of the Nonprofit Religious Corporation Law, this corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer.

**50. Bank Accounts.** The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board of Directors, its duly appointed and authorized committee or by any officer or officers, agent or agents, of CRC to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to such bank accounts, including imposing multiple signature limitations, not inconsistent with the provisions of these bylaws, as are deemed advisable.

**51. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of CRC shall be signed by such officer or officers, agent or agents, of CRC, and in such manner, as shall be determined from time to time by resolution of the Board of Directors and shall be subject to any multiple signature limitations imposed by the Board of Directors. All funds of CRC shall be deposited from time to time to the credit of CRC in properly designated bank accounts in accordance with the directions of the Board of Directors. The Board of Directors may accept on behalf of CRC and for its benefit any contribution, gift, bequest or devise for general purposes or for any special purpose of CRC. Endorsements for deposit to the credit of CRC in any of its duly authorized depositories may be made, without counter-signature, by the Chairman, the President or the Treasurer or by any other officer or agent of the corporation to whom the Board of Directors, by resolution, shall have delegated such power or by hand-stamped impression in the name of the corporation.

## ARTICLE VIII

### Miscellaneous

**52. Fiscal Year.** Unless otherwise fixed by resolution of the Board of Directors, the fiscal year of the corporation shall commence on January 1 of each year.

**53. Books and Records; Directors' Inspection Rights.** CRC shall maintain and store correct and complete books and records of account and shall also maintain and store minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind of CRC and any of its subsidiaries and to inspect the physical properties of CRC and any of its subsidiaries. Such inspection may be made by the Director in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

**54. Record Date.** The Board of Directors may fix a time in the future as a record date for the determination of the Members entitled to notice of or to vote at any meeting or entitled to exercise any rights in respect of any other lawful action. The record date so fixed shall not be more than sixty (60) days nor less than ten (10) days prior to the date of the meeting nor more than sixty (60) days prior to any other action or event for the purpose of which it is fixed. If no record date is fixed, the provisions of Section 15 of these bylaws shall apply with respect to notice of meetings, votes, and consents and the record date for determining membership and voting rights for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolutions relating thereto, or the sixtieth (60th) day prior to the date of such other action or event, whichever is later.

Only members of record at the close of business on the record date shall be entitled to notice and to vote or to exercise the rights, as the case may be, notwithstanding any change in membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement or by law.

**55. Bylaw Amendments.** Except as otherwise provided by law, and except for Section 49 above, which may be amended only upon receipt of the necessary votes of the Board of Directors and the Voting members specified therein, these bylaws may be amended or repealed and new bylaws may be adopted by the Board of Directors or by the vote of a majority of the votes held by the Voting Members.

**56. Time Notice Given or Sent.** Whenever any notice is given or sent pursuant to these bylaws, the time such notice is deemed to have been given or sent shall be determined by reference to Section 5015 of the California Corporations Code.

**57. Construction and Definition.** Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the California Corporations Code shall govern the construction of these bylaws. Without limiting the foregoing, "shall" is mandatory and "may" is permissive.

**58. References to Corporations Code.** The section references appearing in brackets at the end of certain paragraphs of these bylaws refer to the California Corporations Code. All material appearing in brackets at the end of certain paragraphs is intended solely for information and convenience of reference and is not to be construed as part of these bylaws.

**59. Confidentiality.** All documents, records and proceedings of the Board are strictly confidential. This includes, but is not limited to, positions individual Directors take or do not take on any issue, matters that were or were not considered by the Board, relationships between Directors, intentions of the Board that are not yet announced or problems or conflicts at CRC that were presented to the Board for consideration. Only conclusions and decisions of the Board that the Board agrees should be announced, with wording and tone so agreed by the Board, may be discussed by Directors with non-trustees. Any documents provided to a Director, or obtained by the Director under Section 53 above, are property of CRC and should not be shown to, given to or the contents of which divulged to any non-trustee without specific permission from the Board.

If a Director ceases, for any reason, to be a Director, all such confidential documents should be returned to the Chairman of the Board.

**60. Language.** Words used in the masculine or feminine shall apply to both genders. "Shall" and "will" are mandatory and "may" is permissive.

**61. Severability.** If any term or provision of these Bylaws is deemed to be invalid or contrary to any law, other terms and provisions shall remain in full force and effect.

## **ARTICLE IX**

### **Indemnification**

**62. Indemnification of Directors, Officers, Employees and Other Agents.** The corporation shall indemnify its Directors to the fullest extent permitted by Section 9246 of the California Corporations Code. The corporation shall have the power to indemnify its other agents as set forth in Section 9246. The corporation shall have no obligation to grant such indemnification to its other agents except as expressly set forth in said Section 9246.