

## **ARTICLE I NAME**

The name of this corporation shall be Fanni Reunion Foundation, Inc.

## **ARTICLE II OFFICES**

### **SECTION 1. PRINCIPAL OFFICE**

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

The Board of Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite to this section, or this section may be amended to state the new location.

### **SECTION 2. OTHER OFFICES**

The Board of Directors may at any time establish chapters, branch or subordinate offices at any place or places where the Corporation is qualified to do business.

## **ARTICLE III NONPARTISAN ACTIVITIES**

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described hereinbelow at Article V, and it shall be nonprofit and nonpartisan. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE IV DEDICATION OF ASSETS**

The properties and assets of this Nonprofit Corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this Corporation as set forth in Article V hereof. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, Officers, Directors 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 set forth in the purpose clause hereof.

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Upon the liquidation or dissolution of the Corporation, all properties and assets and obligations shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the applicable court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE V**  
**PURPOSES AND LIMITATIONS**

The Fanni Reunion Foundation, Inc., is a nonprofit corporation organized under the California Nonprofit Public Benefit Corporation Law for all lawful purposes permitted under the said law. It is an association of graduates of the School of Engineering (Fanni) of University of Tehran.

This corporation is organized to promote educational, technological, scientific, academic and professional networking among the members of this Corporation, as defined in Article VI of these Bylaws, for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. This corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. It shall not carry on any other 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 of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE VI**  
**MEMBERSHIP**

**SECTION 1. QUALIFICATIONS**

- (a) **Membership Classes:** This Corporation shall have two classes of members, designated as Regular Members, and Associate Members.
  - (i) Individuals eligible for **Regular Membership** shall be graduates of the School of Engineering (Fanni) of University of Tehran, who have filled membership application, have paid membership dues established by the Board of Directors and met such other requirements as may be established by the Board of Directors.

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(ii) Individuals eligible for **Associate Membership** shall be faculty or staff of the School of Engineering (Fanni) of University of Tehran, and those interested in the affairs and objectives of this Corporation, who have filed membership application, have paid membership dues established by the Board of Directors and met such other requirements as may be established by the Board of Directors.

(b) **Voting Members:** Only Regular Members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the corporation's assets, on any merger, and on any election to dissolve the corporation. In addition, such members shall have all rights provided to them under the California Nonprofit Public Benefit Corporation Law.

## **SECTION 2. DUES, FEES, AND ASSESSMENTS**

Each member must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed from time to time by the Board of Directors.

## **SECTION 3. TERMINATION OF MEMBERSHIP**

(a) **Causes of Termination:** A membership shall terminate on occurrence of any of the following events:

- (i) The resignation of the member.
- (ii) The failure of a member to pay dues, fees, or assessment in the amount and within the time set forth by the Board of Directors.
- (iii) The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct governing this corporation as promulgated by the Board of Directors from time to time.

(b) **Procedure for Expulsion:** If grounds appear to exist for expulsion of a member under paragraph (a), subparagraph (iii) of Section 3 of this Article VI, the following procedure shall be followed:

- (i) The member shall be given fifteen (15) days prior notice of the proposed expulsion and the reasons for the proposed expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by certified mail to the member's most recent address as shown on the Corporation's records. The notice shall state the date, time, and place of hearing on the proposed expulsion.

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(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing will be held, or the written statement will be considered, by the Board of Directors, or by the committee authorized by the Board of Directors to determine whether the expulsion should take place.

(iii) Following the hearing, the Board of Directors or the committee authorized by the Board of Directors shall decide whether or not the member should be expelled. The decision of the Board of Directors, or the committee authorized by the Board of Directors, shall be final.

#### **SECTION 4. TRANSFER OF MEMBERSHIP**

No member may transfer a membership or any right arising from it to others. All rights of membership cease on the member's death, or termination of the membership.

### **ARTICLE VII MEETINGS OF MEMBERS**

#### **SECTION 1. PLACE OF MEETINGS**

Meetings of the members shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of any such designation, members' meeting shall be held at the Corporation's principal office.

#### **SECTION 2. ANNUAL MEETING**

An annual meeting of members shall be held on the third Tuesday of April of each year at 6:30 P.M., unless the Board of Directors fixes another date or time and so notifies members as provided in Section 4 of this Article VII. At this meeting any proper business concerning state of the Corporation may be transacted, subject to Section 4, paragraph (b) and Section 5, paragraph (a) of this Article VII.

#### **SECTION 3. SPECIAL MEETING**

(a) **Persons Authorized to Call:** A special meeting of the members may be called at any time by the Board of Directors, or by the President. Special meetings of members may also be called by ten (10) percent or more of the voting members.

(b) **Calling Meetings by Members:** If a special meeting is called by voting members, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered to the Chairman of the Board of Directors, or the President, or the Secretary of the Corporation. The Officer receiving the request shall cause notice

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to be promptly given to members, in accordance with the provisions of Section 4 and Section 5 of this Article VII, stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, members requesting the meeting may give the notice to other members. Nothing contained in this paragraph shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by the Board of Directors.

#### **SECTION 4. NOTICE OF MEMBERS' MEETING**

- (a) **General Notice Contents:** All notices of meetings of members shall be sent or otherwise given in accordance with paragraphs (b) through (d) of Section 4 of this Article VII, to all members. The notice shall specify the place, date, and hour of the meeting and, for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or, for the annual meeting, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the voting members. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.
- (b) **Notice of Certain Agenda Items:** If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Members action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposals:
- (i) Removing a Director without cause.
  - (ii) Filling vacancies on the Board of Directors by the members.
  - (iii) Amending the articles of incorporation.
  - (iv) Voluntarily dissolving the Corporation.
- (c) **Manner of Giving Notice:** Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by e-mail, by first class mail, or by other means of written communication, charges prepaid, and shall be addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice. If no address appears on the Corporation books and no other address has been given, notice shall be deemed to have been given if notice is published at least once in the Corporation's newsletter. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.
- (d) **Affidavit of Mailing Notice:** An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the Secretary, or any

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other party of the Corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the Corporation.

## **SECTION 5. QUORUM**

- (a) **Percentage Required:** Twenty percent (20 %) of voting members shall constitute a quorum for the transaction of business at a meeting of the members. However, if any regular or annual meeting is actually attended in person or by proxy by less than one third (1/3) of voting power, the only matters that may be voted on are those that their general nature was given in the notice, complying with all Bylaws provisions governing the time and manner of giving notice as stated in Section 4 of this Article VII.
- (b) **Loss of Quorum:** The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of voting members required to constitute a quorum.

## **SECTION 6. ADJOURNED MEETING**

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of majority of the voting members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

## **SECTION 7. VOTING**

- (a) **Eligibility to Vote:** Individuals entitled to vote at any meeting of members shall be Regular Members in good standing as of the date determined in accordance with Section 10 of this Article VII, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.
- (b) **Manner of Casting Votes:** Voting may be by voice or ballot, provided that any election of Directors must be by ballot if demanded by any member before the voting begins.
- (c) **Voting:** Each voting member will be entitled to cast one vote on each matter submitted to a vote of members. Each voting member, at any election of Directors, will be entitled to cast one vote for each candidate, and total number of votes shall not exceed the number of Directors to be elected. Voting members are not entitled to cumulative voting.

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- (d) **Approval by Majority Vote:** If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote, and voting on any matter other than the election of Directors shall be the act of the members.

**SECTION 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS**

- (a) **Written Waiver of Consent.** The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of this Article VII, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

- (b) **Waiver by Attendance.** A member's attendance at a meeting shall also constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

**SECTION 9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING**

Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of voting members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

**SECTION 10. RECORD DATE FOR MEMBER NOTICE, VOTING, GIVING CONSENTS**

- (a) **Record Date Determined by Board of Directors.** For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date," which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only Regular Members of

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record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be.

**(b) Record Date Not Determined by Board of Directors.**

- (i) **Record Date for Notices or Voting.** Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.
- (ii) **Record Date for Written Consent to Action Without Meeting.** Unless fixed by the Board of Directors, the record date for determining those members entitled to vote by ballot on corporate action 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. When prior action of the Board of Directors has been taken, it shall be the day on which the Board of Directors adopts the resolution relating to that action.
- (iii) **Record Date.** For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

**SECTION 11. PROXIES**

- (a) **Right of Voting Members:** Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the Secretary of Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, facsimile transmission, e-mail, or otherwise) by the member.
- (b) **Revocability:** A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless:
  - (i) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or
  - (ii) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face

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that it is irrevocable shall be governed by the provisions of the California Nonprofit Public Benefit Corporation Law.

- (c) **Form of solicited proxies.** In any election of Directors, any form of proxy that is marked by a voting member “withhold”, or otherwise marked in a manner indicating that the authority to vote the election of Directors is withheld, shall not be voted either for or against the election of a Director. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.
- (d) **Requirement that General Nature of Subject of Proxy be Stated.** Any proxy covering matters for which a vote of the members is required, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the voting members.

**ARTICLE VIII**  
**ELECTION OF DIRECTORS**

**SECTION 1. NOMINATION AND SOLICITATIONS FOR VOTES**

- (a) **Nominating Committee:** The Board of Directors shall appoint a committee to select qualified candidates for election to the Board of Directors at least one-hundred-twenty (120) days before the date of any election of Directors. The nominating committee shall make its report at least sixty (60) days before the date of the election, or at such other time as the Board of Directors may set, and the Secretary shall forward to each member, with the notice of meeting required by Article VII, Section 4, a list of candidates nominated by the committee.
- (b) **Nominations by Members:** Members representing ten (10) percent of the membership may nominate candidates for Directorship at any time before the sixty (60) days preceding such election. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.
- (c) **Nominations from the Floor:** If there is a meeting to elect Directors, any member present at the meeting in person may place names in nomination.

**SECTION 2. VOTE REQUIRED TO ELECT DIRECTORS**

Candidates receiving the highest number of votes shall be elected as Directors. In case of tie between candidates that causes total number of Directors to exceed the total authorized number of Directors, as specified in Section 2 of Article IX, a second election will be held immediately to elect remaining number of Directors to be elected at this

meeting. The second election will be held between those candidates with tie votes that received highest number of votes.

## **ARTICLE IX DIRECTORS**

### **SECTION 1. POWERS**

- (a) **General corporate powers:** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the articles of incorporation and these Bylaws relating to action required to be approved by voting members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- (b) **Specific powers:** Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:
  - (i) Select and remove all Officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these Bylaws; and fix their compensation.
  - (ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for holding of any members' meeting or meetings, including annual meetings.
  - (iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
  - (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

### **SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS**

The total authorized number of Directors shall be fifteen (15). Directors need not be residents of the State of California, but they must be Regular or Associate Members of

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the Corporation. The number of Directors with Associate Member classification is limited to not more than two (2) Directors.

### **SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS**

Directors shall be elected at an annual meeting of the members and to hold office for two (2) years until the second annual meeting from the meeting that they were elected; however, if any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any special member's meeting held for that purpose. Each Director, including a Director elected to fill a vacancy or elected at a special member's meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

### **SECTION 4. VACANCIES**

- (a) **Events causing vacancy.** A vacancy or vacancies in the Board of Directors shall be deemed to exist on occurrence of the following: (i) the death, resignation, or removal of any Director, (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 9240 and following the California Nonprofit Public Benefit Corporation Law, (iii) the vote of the members to remove a Director, (iv) the increase of the authorized number of Directors, or (v) the failure of members, at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting.
- (b) **Resignations.** Except as provided in this paragraph, any Director may resign by giving written notice to the Chairman of the Board, the President, or the Secretary. Board of Directors will concur with the effective date of resignation as specified in that notice by the Director, or will set a new effective date for resignation to take place. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No Director may resign when the corporation would then be left without a duly elected Director or Directors in charge of its affairs.
- (c) **Filling Vacancies.** Vacancies in the Board of Directors may be filled by a majority of the Directors then in office, constituting a quorum, except that a vacancy created by removal of a Director by vote or written consent of voting members shall be filled only by the vote of members entitled to vote.
- (d) **Vacancies filled by members.** The voting members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors, but any such election by written consent shall require the consent of a majority of the voting power.

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- (e) **No vacancy on reduction of number of Directors.** No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

#### **SECTION 5. PLACE OF MEETINGS; TELECONFERENCING**

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board of Directors shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone or other communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

#### **SECTION 6. ANNUAL MEETING**

Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of the election of Officers when their term has been expired, and the transaction of other business. Notice of this meeting shall not be required.

#### **SECTION 7. OTHER REGULAR MEETINGS**

Other regular meetings of the Board of Directors shall be held without notice at such time and place as the Board of Directors may fix from time to time.

#### **SECTION 8. SPECIAL MEETINGS**

- (a) **Authority to call.** The Chairman of the Board of Directors or the President, the Secretary, or any three Directors may call special meetings of the Board of Directors for any purpose at any time.
- (b) **Notice.**
- (i) **Manner of giving.** Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) by personal delivery or written notice; (2) by first-class mail, postage paid; (3) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or (4) by e-mail or facsimile. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

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(ii) **Time requirements.** Notices sent by first-class mail shall be deposited into a United States mailbox at least seven (7) days before the time set for the meeting. Notices given by personal delivery, e-mail, or telephone shall be delivered, or telephoned at least forty-eight (48) hours before the time for the meeting.

(iii) **Notice content.** The notice shall state the purpose, time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the Corporation.

## **SECTION 9. QUORUM**

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article IX. 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 regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

## **SECTION 10. WAIVER OF NOTICE**

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

## **SECTION 11. ADJOURNMENT**

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

## **SECTION 12. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

## **SECTION 13. FEES AND COMPENSATION OF DIRECTORS**

Directors, Officers, and members of committees shall serve without compensation for their services. Such expenses incurred in the performance of Directors', Officers', and committees members' duties shall be reimbursed, as may be determined by resolution of the Board of Directors to be just and reasonable.

# **ARTICLE X COMMITTEES**

## **SECTION 1. COMMITTEES**

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees. Each committee may consist of one or more Directors and other members that are not members of the Board of Directors, to serve at the pleasure of the Board of Directors. Any committee, will not have the authority of the Board of Directors, and shall act in an advisory capacity only to the Board of Directors.

## **SECTION 2. MEETINGS AND ACTION OF COMMITTEES**

Meetings of committees shall be governed by, and held and taken in accordance with, the provisions of Article IX of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws 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 determined either by resolution of the Board of Directors or by resolution of the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws. The committees shall report to the Board of Directors the results of all such meetings.

## **ARTICLE XI OFFICERS**

### **SECTION 1. OFFICERS**

The Officers of the Corporation shall be a Chairman of the Board, a President, a Secretary, and a Treasurer. The Corporation at the discretion of the Board of Directors, may have one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article XI. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently any other office.

### **SECTION 2. ELECTION OF OFFICERS**

The Chairman of the Board of Directors and Officers of the Corporation, except those appointed in accordance with the provisions of Section 3 of this Article XI, shall be elected by the Board of Directors, and each shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an Officer under any contract of employment.

### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint, and may authorize the Chairman of the Board or the President or another Officer to appoint, any other subordinate Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

### **SECTION 4. REMOVAL OF OFFICERS**

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors.

### **SECTION 5. RESIGNATION OF OFFICERS**

Any Officer may resign at any time by giving written notice to the Board of Directors. Board of Directors will concur with the effective date of resignation as specified in that notice by the Officer, or will set a new effective date for resignation to take place. Any resignation is without prejudice to the right, if any, of the Corporation under any contract to which the Officer is a party.

## SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointment to that office.

## SECTION 7. RESPONSIBILITIES OF OFFICERS

- (a) **Chairman of the Board.** The Chairman of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to the Chairman by the Board of Directors or prescribed by the Bylaws. If there is no President, the Chairman of the Board shall, in addition, be the president of the Corporation and shall have the powers and duties prescribed in paragraph (b), below.
- (b) **President.** Subject to such supervisory powers as may be given by the Board of Directors to the Chairman of the Board, the President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the Officers of the Corporation. The President shall preside at all meetings of the members and, in the absence of the Chairman of the Board, at all meetings of the Board of Directors. The President shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
- (c) **Vice Presidents.** In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Chairman of the Board.
- (d) **Secretary.** The Secretary shall attend to the following:
  - (i) **Book of minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees, and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
  - (ii) **Membership records.** The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of

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Directors, record of the members, showing the names of all members, their addresses, and the class of membership held by each.

(iii) **Notices, seal and other duties.** The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(e) **Treasurer.** The Treasurer shall attend to the following:

- (i) **Books of accounts.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- (ii) **Deposit and disbursement of money and valuables.** The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; Shall render to the President and Directors, whenever they request it, an account of all transactions done by the Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- (iii) **Bond.** If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under control of Treasurer on his death, resignation, retirement, or removal from office.

**ARTICLE XII**  
**INDEMNIFICATION OF DIRECTORS, OFFICERS,**  
**EMPLOYEES, AND OTHER AGENTS**

**SECTION 1. DEFINITIONS**

For the purpose of this Article,

- (a) **“Agent”** means any person who is or was a Director, Officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, office employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise.
- (b) **“Proceeding”** means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) **“Expenses”** includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article XII.

**SECTION 2. SUCCESSFUL DEFENSE BY AGENT**

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

**SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION**

Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an Officer, Director or person granted on the ground that the defendant Director was or is engaging in self-dealing within the meaning of California Corporation Code Section 9243, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, or by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceedings.

#### **SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION**

- (a) **Claims settled out of court.** If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding,
- (b) **Claims and suits awarded against agent.** This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
- (i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
  - (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### **SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT**

- (a) **Required standard of conduct.** The agent seeking reimbursement must be found, in the manner provided below, that he/she acted in good faith, in a manner he/she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolocontendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he/she reasonably believed to be in the best interest of this Corporation or that he/she had reasonable cause to believe that his/her conduct was unlawful. In the case of a criminal proceeding, the person must have no reasonable cause to believe that his/her conduct was unlawful.
- (b) **Manner of determination of good faith conduct.** The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:
- (i) The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding;
  - (ii) The affirmative vote (or written ballot in accordance with Article VII, Section 9) of a majority of the votes represented and voting at a duly held meeting of

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members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum).

- (iii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not this Corporation opposes the application by the agent, attorney, or other person.

#### **SECTION 6. LIMITATIONS**

No indemnification or advance shall be made under this Article XII, except as provided in Section 2 or 5(b)(iii), in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### **SECTION 7. ADVANCE OF EXPENSES**

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

#### **SECTION 8. CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS**

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this Corporation, or any subsidiary hereof, maybe entitled by contract or otherwise.

#### **SECTION 9. INSURANCE**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this section.

## **ARTICLE XIII**

### **RECORDS AND REPORTS**

#### **SECTION 1. INSPECTION RIGHTS**

Any member of the Corporation may: (i) inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days, prior written demand on the Corporation, stating the purpose for which the inspection of rights are requested, and (ii) obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Directors, and their voting rights, as of the most recent record date for which this list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

#### **SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State, the original or a copy of the articles and Bylaws as amended to date, which shall be open to inspection by members at all reasonable times during office hours.

#### **SECTION 3. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS**

The accounting books, records, and minutes of proceedings of members and Board of Directors and any committee(s) shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

#### **SECTION 4. INSPECTION BY DIRECTORS**

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

#### **SECTION 5. ANNUAL REPORT**

The annual report to members referred to in the California Nonprofit Public Benefit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members of the Corporation as they consider appropriate. However, the Corporation shall provide to the Directors, and to those members who request it in writing, within one hundred twenty (120) days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purpose, for the fiscal year.
- (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (5) Any information required by California Corporation Code, Section 6322.

### **ARTICLE XIV CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

**ARTICLE XV  
AMENDMENTS**

**SECTION 1. AMENDMENT BY MEMBERS**

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the voting members or their proxies, or by written assent of these persons.

**SECTION 2. AMENDMENT BY DIRECTORS**

Subject to the right of members under Section 1 of this Article XV, Bylaws other than a Bylaws fixing or changing the authorized number of Directors may be adopted, amended, or repealed by the Board of Directors. However, if the articles of incorporation or Bylaws adopted by the members provide for an indefinite number of Directors within the specified limits, the Directors may adopt or amend a Bylaw fixing the exact number of Directors within those limits.