

Amended and Restated
By-laws



Bears San Diego, Inc.
Frisky, Friendly, and Attitude Free!

Ratified: April 2012

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BYLAWS

Of

Bears San Diego, Incorporated

ARTICLE I
OFFICES

SECTION 1. Principal Office

The principal office of the corporation for the transaction of its business shall be located in San Diego County, California.

SECTION 2. Change of Address

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the physical location of the principle office from one location to another within San Diego county noting the changed physical address and effective date of such physical change below. Such physical changes of the address shall not be deemed an amendment of these by laws.

Initial Address of Principal office: 4319 Athens St., San Diego, California.

ARTICLE II
PURPOSE AND LIMITATIONS

SECTION 1. Objectives and purposes

The primary objectives and purpose of this corporation shall be to conduct fundraising activities for the purpose of raising monies for distribution to 501(c)(3) organizations providing services in San Diego County.

SECTION 2. Limitations

- a) Political Activity. No Substantial part of the activities of this organization shall consist of carrying on propoganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for political office.
- b) Property. The property, assets, profits and net income are dedicated irrevocably to the purpose set forth in Section 1 above. No Part of the profits or net earnings of this corporation shall ever inure to the benefit of its Directors, trustees, officers, members, employees, or to the benefit of any private individual.
- c) Dissolution. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable

purpose and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE III DIRECTORS

SECTION 1. Number

The corporation shall have nine (9) directors and collectively they shall be known as the Board of Directors. The number of directors may be changed by amendment of this Bylaw.

SECTION 2. Categories of Directors

The officers of the board shall consist of President, Vice President, Secretary, Treasurer, Membership Chair, Social Chair, Marketing/Public Relations Chair, and two Members at Large.

SECTION 3. Powers

Subject to the provisions of the California Non Profit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. Duties

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by the Bylaws;
- e) Register their address with the Secretary of the corporation and notices of meetings to them at such addresses shall be valid notices thereof.

SECTION 5. Qualification and Term of Office

Any member in good standing of not less than 6 months in this corporation may serve as a director. Directors shall be elected by the membership of this corporation as provided in these Bylaws. Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws or until his or her successor is elected and qualifies.

SECTION 6. Compensation

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified on Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 7. Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purpose of this Section, "interested persons" means either:

- a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, boyfriend or girlfriend or any individual in a registered or unregistered domestic partnership.

SECTION 8. Place of Meetings

Meetings shall be held at such a place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

SECTION 9. Regular and Annual Meetings

Regular meeting for Directors shall be held on the first Monday of each month, at 7:00PM, Unless such days falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day or on such day as mutually agreed upon by a majority of directors.

SECTION 10. Special Meetings

Special meetings of the Board of Directors may be called by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 11. Notice of Meetings

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) day's notice by first-class mail or via e-mail with forty-eight (48) hours. Notice must be delivered personally or deposited in the mail or sent by email or other means of written communication. IF sent by mail the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of an adjourned meeting need not given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more the twenty-four(24)hours from the time of the original meeting. Notice shall be given to any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more then twenty-four (24) hours from the time of the original meeting.

SECTION 12. Contents of Notice

Notice of the meeting not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 13. Waiver of Notice and Consent to Holding Meeting

The transactions of any meeting of the board, however called and noticed or wherever held, are deemed as valid as though the meeting had been duly held after proper call and notice provided a quorum, as hereinafter defined, is present at such meeting and provided that either before or after the meeting each director not present signs a waiver of notice, and consents or approves the business conducted at said meeting. Such consents, wavers or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 14. Quorum for Meeting

A quorum shall consist of fifty-one percent 51% of the total number of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to have been transacted at such meeting; other then by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of the quorum at the meeting, provided that any action thereafter taken must be approved by at least a majority of the directors still present at such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 15. Majority Action as Board Action

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 is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provision of the California Nonprofit Public Benefit Corporation Law, provisions relating to appointment of committees (Section 5212) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 16. Conduct of Meetings

Meetings of the Board of directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, the Vice-President of the Board or, in his or her absence, by the Treasurer of the corporation or, in the absence of these persons, by a person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order; as such rules may be revised from time to time, in so far as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 17. Action by Unanimous Written Consent without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purpose of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorized the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 18. Vacancies

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

Directors may be removed without cause by a majority of all board members then in office, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Director or until his or her death, resignation or removal from office.

SECTION 19. Non-Liability of Directors

No directors shall be personally liable for the debts, liabilities, or other obligations of the corporation, unless such debt, liability, or obligation that arose because of said directors action(s) and such actions(s) were not authorized by a majority vote of the board of directors in a regular meeting as described by these bylaws.

SECTION 20. Indemnification by Corporation of Directors, Officers, Employees and Other Agents

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits or in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 21. Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provision of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provision of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV EXECUTIVE OFFICERS OF THE CORPORATION

SECTION 1. OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and the Chief Financial Officer who shall be designated the Treasurer of the corporation as well as membership, social, marketing & Public Relations Chairman and two members at large officers. The corporation also may have such other officers with such titles and duties as shall be determined by the board of directors. Any number of offices may be held by the same person.

SECTION 2. Qualification, Election, and Term of Office

Any director may serve as officer of this corporation. Officer shall be elected by the Board of Directors, at any time, and each office shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. Subordinate Officers

The Board of Directors May appoint such other offices or agents as it may, deem desirable, and such officers shall serve such term, have such authority, and perform such duties as may be prescribed from time to time by The Board of Directors.

SECTION 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. Vacancies

Any vacancies caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in the office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in the offices of the officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to control of the Board of Directors, supervise and control of the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as President of

the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the power of, and be subject to all the restrictions on, the President. If applicable, the Vice President shall preside at all meetings of the members. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. Duties of Secretary

The secretary shall:

Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of the directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, names of those present or represented at the meeting, and the proceeding thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed on all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in case where any membership has been terminated, he or she shall record such fact in the membership book with the date on which such membership was ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

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

SECTION 9. Duties of Treasurer

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipts for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper Vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. Duties of the Membership Chairman

The Membership Chairman shall be responsible for recruiting new members, and interfacing with the community at large. Also the Membership Chairman shall be responsible for presenting a monthly report at the Board of Directors Meeting along with a monthly report to the Marketing/Public Relations Chairman for the newsletter.

SECTION 11. Duties of the Social Chairman

The Social Chairman shall:

Procure and secure locations for the following monthly events; Den Parties, Dinner Nights, Bear Outings, and Movie Nights.

The Social Chairman shall produce a monthly report to be presented to the board of directors at the regular monthly board meeting for approval of events scheduled for the month subsequent to the current month, along with a current month's events list.

SECTION 12. Duties of the Marketing/Public Relations Chairman

Duties of the Marketing/Public Relations Chairman shall include but not be limited to:

Producing and assimilating press releases for Bears San Diego.

Procurement of new advertisers; and/or generation (if needed) of ads to fit paid amounts in newsletter to advertisers specifications.

SECTION 13. Duties of the Member at Large

The member at large shall assist other board members and or committee projects and other items need by the Board of Directors.

SECTION 14. Compensation

No officer of the corporation shall be paid for his or her services in his or her capacity as an officer of the corporation.

ARTICLE V
COMMITTEES

SECTION 1. Executive Committee

The Board of Directors may, by a majority vote of directors, designate seven (7) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- a) The approval of any action which, under law or the provision of these Bylaws, requires the approval of the members or of a majority of all of the members.
- a) The filling of vacancies on the board or in any committee which has the authority of the board.
- b) The fixing of compensation of the directors for serving on the board or on any committee.
- c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- d) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable.
- e) The appointment of committees of the board or the members thereof.
- f) The expenditure of corporate funds to support a nominee for director after there is more people nominated for director than can be elected.
- g) The appointment of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.
- h) The creation of a debt, obligation or liability in excess of \$250.00, unless a higher amount is authorized by majority vote of the board of directors.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below seven (7) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2 Other Committees

The corporation may have such other committees as may from time to time be designated by resolution of the Board of Director. Such other committees may consist of persons who are or are not also members of the board and shall be clearly title as "advisory" committees.

SECTION 3. Meeting and Action of Committee

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

ARTICLE VI

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. Execution of Instruments

The Board of Directors, at a regular meeting or special meeting except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent of the corporation can bind the corporation to a engagement, or pledge its credit or ~~to~~ render it liable monetarily for any purpose or in any amount.

SECTION 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by two authorized officers of the corporation. Only the President, Vice President, or Secretary may sign checks for the corporation.

SECTION 3. Deposits

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

SECTION 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purpose of this corporation.

ARTICLE VII **CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1. Maintenance of Corporate Records

The corporation shall keep at its principal office in the State of California:

- a) Minutes of all meetings of the directors, committees of the board and , if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceeding thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d) A copy of the corporation's Articles of incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. Directors' Inspection Rights

Upon twenty-four (24) hours written notice every director shall have the absolute right at any reasonable time to inspect and copy all books and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. Members' Inspection Rights

If this corporation has any member, then each and every member shall have the following inspection rights, for a purpose reasonably related to the person's interest as a member:

- a) To inspect the record of all members' names, addresses and voting rights, at reasonable times, upon five(5)Business days' prior written notice to

the corporation, upon which demand shall state the purpose for which the inspection rights are requested.

- b) To obtain from the Secretary of the corporation, upon written demand and payment for a reasonable charge, an alphabetized list of names, and voting rights of those members entitle to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the members subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- c) To inspect at any reasonable time the books, records, or minutes of the proceedings of the members of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. Annual Reports

The board shall cause an annual report to be furnished not later than one hundred and twenty(120)days after the close of the corporations fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purpose, for the fiscal year;
- d) The expenses or disbursement of the corporation, for both general and restricted purpose, during the fiscal year;
- e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statement were prepared without audit from the books and records of the corporation.

If this corporation has members, and, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 6. Annual Statement of Specific Transaction to Members

The corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of the fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- 1) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
- 2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than TEN THOUSAND DOLLARS \$10,000 or which was one of a number of transactions with the same persons involving, in the aggregate, more than TEN THOUSAND DOLLARS \$10,000.

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e) (2) of the California Nonprofit Public Benefit Corporation Law.

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

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE VIII **FISCAL YEAR**

SECTION 1. Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on first day of May and end on the last day of April in each year.

ARTICLE IX **AMENDMENT OF BYLAWS**

SECTION 1. Amendments

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members. Any Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed, except by the approval of the members of this corporation.

- b) If the corporation has no members, then by a majority vote of the directors, then in office.

ARTICLE X
AMENDMENT OF ARTICLES

SECTION 1. Amendment of Articles before Admission of Members

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. Amendment of Articles after Admission of Members

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors or by the approval of the members of this corporation.

SECTION 3. Certain Amendments

Not with standing the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XI
PROHIBITION AGAINST SHARING CORPORATION PROFITS AND ASSETS

SECTION 1. Prohibition Against Sharing Corporation Profits and assets

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earning or pecuniary profit from the operation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE XII
MEMBERS

SECTION 1. Determination and Rights of Members

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Article of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. Qualification of Members

Membership in this corporation is open to anyone over the age of Eighteen (18) years.

SECTION 3. Admission of Members

Applicants shall be admitted to membership upon making an application therefore in writing and upon payment of the first annual dues, as specified in the following sections of the Bylaws.

SECTION 4. Fees, Dues and Assessment

- a) No fee beyond first annual dues shall be charged for making application for membership in the corporation.
- b) The annual dues payable to the corporation by members shall be in such amount as may be specified from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership.
- c) Memberships shall be nonassessable.

SECTION 5. Number of Members

There is no limit on the number of members the corporation may admit.

SECTION 6. Membership Book

The corporation shall keep a membership book containing the names and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of the termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and address of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 7. Nonliability of Memberships

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

SECTION 8. Nontransferability of Memberships

No member may transfer a membership or any rights arising there from. All rights of membership cease upon the member's death.

SECTION 9. Good Standing

Those members who have paid the required dues in accordance with these Bylaws and who are not suspended shall be considered members in good standing.

SECTION 10. Termination of Membership

- a) Grounds for termination. The membership of a member shall terminate upon the occurrence of any of the following events:
 - 1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
 - 2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purpose of the corporation.
 - 3) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty(30)days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of the delinquent dues within thirty (30) days period following the member's receipt of the written notification of delinquent.
- b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph(a)(2) of this section, the following procedure shall be implemented:
 - 1) A notice shall be sent by first-class or registered mail to the last known address of the member as shown on the corporation's records, setting forth the expulsion and the reason therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
 - 2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in there Bylaws applicable to the meetings of the board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
 - 3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board is final.

SECTION 11. Rights on Termination of Membership

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 12. Amendments Resulting In the Termination of Memberships

Not with standing any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all membership or any class of memberships, then such amendment or amendments shall be effective only in accordance with provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XIII
MEETINGS OF MEMBERS

SECTION 1. Place of Meetings

Meeting of the members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. Annual and Other Regular Meetings

The members shall meet annually in the month of April, at a date and time to be set at the discretion of the board of directors, for the purpose of electing directors and transacting other business as may come before the meeting. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meeting of members refer to this annual meeting.

If the day fixed for the annual meeting or other regular meetings fall on a legal holiday, such meeting shall be held at a time determined by the Board of Directors. Such meeting shall be held no more than ten (10) business days before or after the day fixed for the annual or other regular meeting.

SECTION 3. Special Meeting of Members

Persons Who May Call Special Meetings of Members. Special meetings of the members may be called by the Board of Directors, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 4. Notice of Meetings

- a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice (including email) of the meeting shall be give by the Secretary of the corporation not less then ten(10)nor more then ninety(90)days before the date of the meeting to each member who, on the record date for the notice of the meeting, in entitle to vote thereat, provided, however, that if notice is given by mail, and the notice is mailed by first-class, registered, or certified mail, that notice shall be given twenty(20)day before the meeting.
- b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written or electronic communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of the notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by email or other means of written communication.
- c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in case of a regular meeting, those matters which the Board, at the time of the notice is given, intends to present for action by the members. Subject to any provision to the contrary contains in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any such meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.
- d) Notice of Meeting Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by e-mail to the President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less the thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give~~n~~ the notice themselves.
- e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filled with the corporate records or made a part of the minutes of the meeting. Waiver of the notices or consents need not specify either the business to be

transacted or the purpose to be taken for approval of any of the matters specified in Subparagraph (f) of this section, the waiver of the notice or consent shall state the general nature of the proposal.

- f) Special Notice Rule for Approving Certain Proposal. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general purpose of the proposal is stated in the notice of the meeting or in any written waiver of notice:
- 1) Removal of directors without cause;
 - 2) Filling of vacancies on the Board members;
 - 3) Amending the Articles of Incorporation; and
 - 4) An election to voluntary wind up and dissolve the corporation.

SECTION 5. Quorum for Meetings

A quorum shall consist of Thirty-Four Percent (34%) of the voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for then forty-five (45) days.

Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) if the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

SECTION 6. Majority Action as Members Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

SECTION 7. Voting Rights

Each member as of the record date fixed by the Board as provided in Section 13 of this Article is entitled to one vote on each matter submitted to a vote

the members. Voting at a duly held meeting shall be by voice vote. Election of Directors, however, shall be by ballot.

SECTION 8. Proxy Voting

Members entitled to vote shall not be permitted to vote or act by proxy. No provision in this or other sections of these Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

SECTION 9. Conduct of Meeting

Meeting of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation of the corporation shall act as Secretary of all meetings of the members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order; as such rules may be revised from time to time, in so far as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 10. Action by Written Ballot without a Meeting

Any action which may be taken at any regular or special meeting of members may be taken without a meeting, if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provided an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance there with, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of the meeting specified in Section 4(b) of this Article.

All written ballots shall indicate the numbers of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified or exceed the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of

directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 11. Reasonable Nomination and Election Procedures

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- a) A reasonable means of nominating a person for elections as directors.
- b) A reasonable opportunity for a nominee to communicate to the members, the nominee's qualifications and the reason for the nominee's candidacy.
- c) A reasonable opportunity for all nominees to solicit votes.
- d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable cost of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

- 1) Inspect and copy the record of all members' names, address and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
- 2) Obtain from the Secretary, upon written demand and payment for a reasonable charge, a list of the names, address and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other

nominee, with equal prominence, to be used by the nominee for a purpose reasonably related for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of the members held for the purpose of electing directors by any member present at the meeting in person or by proxy. However, if the corporation has five hundred (500) or more members, any additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

SECTION 12. Action by Unanimous Written Consent without Meeting

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 13. Record Date for Meetings

The record date for purpose of determining the members entitle to notice, voting rights, written ballot rights, or any other rights with respect to a meeting of members or any other lawful membership action, shall be fixed by resolution of the Board of Directors. The record date shall not be more than sixty(60) nor fewer than ten(10) days before any such meeting, nor more than sixty(60) days before any such action without a meeting, except as otherwise provided by Section 5611 of the California Nonprofit Public Benefit Corporation Law.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Bears San Diego, Inc., a California Nonprofit Public Benefit Corporation, and the above Bylaws are the Bylaws of this corporation, adopted at a meeting of the Board of Directors held on this Second day of April, 2012, and ratified by a vote of the membership on Date April 14, 2012.

Executed on this 2nd day of April, 2012, at San Diego, California

Donald Riggs

Donald Riggs, Secretary
Bears San Diego, Inc.