

BY-LAWS
OF
LOS MEDICOS VOLADORES
“The Flying Doctors”

A California Nonprofit Public Benefit Corporation

March 1998, Revised January 2005

OBJECTIVE AND PURPOSES

To provide health care services and education to the people of Latin America and the Southwestern United States, with a special focus on Northern Mexico and Central America.

ARTICLE I
CORPORATE OFFICES

- 1.1 Principal Office. The Board of Directors shall establish the location of the principal office of the Corporation.
- 1.2 Other offices. The Corporation may establish offices at locations in addition to the principal office.

ARTICLE II
THE CORPORATION

- 2.1 Membership. Membership in the Corporation shall include all persons who are Members in good standing of a Chapter, in accordance with Article IV of these by-laws.
- 2.2 Dues, Fees and Assessments. Each Chapter of the Corporation must pay within the time and on the conditions set by the Corporate Board of Directors, the dues, fees and assessments in amounts fixed from time to time. Chapter annual Membership fees to be paid by Members shall be set by the Corporate Board of Directors.
- 2.3 Good Standing. Those Chapter Members of the Corporation who have paid the required dues, fees and assessments in accordance with these By-Laws shall be Members in good standing of their Chapter.
- 2.4 Voting Member. Only Members in good standing of the Corporation shall have the right to vote, as set forth in these Bylaws.
- 2.5 Voting at Annual and Special Membership Meetings.
 - (a) Eligibility to vote. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, Members in good standing as of the record date determined under Section 2.8 of these By-Laws are eligible to vote at the Annual Membership Meeting and Special Membership Meetings.
 - (b) Manner of Casting of Votes. Voting shall be by ballot or proxy.

- (c) Voting. Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Membership.
- (d) Quorum. Ten percent (10%) of the Members entitled to vote shall constitute a quorum for the transaction of business. The quorum number shall be established on March 1st and shall remain in effect through the last day of February of the next year.
- (e) Majority Vote. If a quorum is present, the vote of the majority of the Members voting at a meeting shall be the act of the Membership, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of incorporation.

2.6 Requirements for Voting on By-Law Amendments.

- (a) General Notice Requirements. Whenever By-Law amendments are to be considered for adoption by the membership, in the discretion of the Corporate Board of Directors they may be voted on by Members at an Annual or Special Membership Meeting, or at Chapter meetings. A written notice of the meeting shall be given, in accordance with Section 2.6(b) below. The notice shall specify the place, date and time of the meeting and the By-Law amendments that are to be voted upon.
- (b) Manner of Giving Notice. Notice of any such meeting of Members and shall be given at least ten (10) but not more than ninety (90) days before the meeting date. The notice shall be given, personally, electronically or in writing. Publishing in the newsletters and announcement at the Chapter meetings also will constitute adequate notice.
- (c) Affidavit of Notice. An affidavit of giving the notices will be executed by the Corporate or Chapter Secretary and shall be maintained in the Corporate records.
- (d) Tabulation. The results of the voting will be reported at the next Corporate Board meeting.
- (e) Ratification. Bylaw amendments will be ratified or rejected by the collective majority votes of the Membership in accordance with Section 2.5, where a quorum is present or represented by proxy.

2.7 Meetings of the Members of the Corporation. Special Meetings may be called at any time by the Corporate Board of Directors or by any group of ten percent (10%) or more of the Corporation.

- (a) Place of the Meeting. Any Annual or Special Meeting of the Members of the Corporation shall be held at any location designated by the Corporate Board of Directors.
- (b) Calling Meetings. The Corporate Board of Directors shall call the Annual meeting, with at least sixty (60) days advance notice to the Members. A Special Meeting may be called by any member in good standing by written request, to include the signatures of at least ten (10) percent of the Members in good standing of the Corporation, specifying the nature of the business proposed to be transacted, and submitted to an officer of the Corporation. The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with the notification process outlined in Section 2.6(b) of

- these By-Laws. The meeting date shall be at least thirty-five (35) but not more than ninety (90), days after the receipt of the request. If notice of the requested Special Meeting is not given within twenty (20) days after the request is received by the Corporate officer, the person or persons requesting the Special Meeting may give the notice of Special Meeting to the Membership of the Corporation.
- (c) Proper business of Special Meetings. No business, other than the business set forth in the notice of the meeting may be transacted at the Special Meeting.

2.8 Record Date for Notice and Voting at Annual and Special Membership Meetings.

- (a) Record Date. For the purpose of determining the Membership entitled to notice of meetings and entitled to vote at such meetings, the Board of Directors may, in advance, fix a record date.
 - (1) The date for notice of meetings shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting.
 - (2) The record date for voting at a meeting shall not be more than sixty (60) days before the date of the meeting.

2.9 Proxies. Members entitled to vote shall have the right to vote either in person or by written proxy executed by such person, or by his or her duly authorized agent, and filed with the Corporate Secretary, provided, however, that no proxy shall be valid after 12 months from the date of execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613(b) of the California Non-profit Public Benefit Corporation law. All proxies shall state the general nature of the matter to be voted on.

2.10 Grievance Committee.

- (a) A grievance committee shall be appointed by the Board of Directors, consisting of at least three (3) members of the Corporation who are in good standing.
- (b) At the request of the Board of Directors, the grievance committee shall meet to hear any grievance submitted by or about any Member or Members of the Corporation.
- (c) After written notice and a hearing, at which the subject Member(s) shall be heard, the grievance committee shall make a determination of recommended action by the Corporation.
- (d) Unless the Board of Directors has delegated final authority to the grievance committee, in advance of the hearing, the grievance committee shall deliver its determination to the Board of Directors for consideration and final action.
- (e) Upon reporting to the Board of Directors, the grievance committee shall be relieved of further deliberations of the matter under consideration.

2.11 Termination and Suspension of a Member of the Corporation.

- (a) Causes of termination. A Membership shall terminate upon the occurrence of any of the following events:
 - (1) Resignation of the Member.

- (2) Failure of the member to pay dues, fees or assessments or any other sums due to the organization within ninety (90) days after they become due and payable.
 - (3) Expulsion of a Member, based on the good faith and sole determination by the Corporate Board of Directors, or by a grievance committee authorized by the Board of Directors and delegated such authority, that the Member has failed in a material and serious degree to observe the Policies and Procedures or By-Laws of the Corporation, or has engaged in conduct materially and seriously contrary to the purpose and interests of the Corporation. No member may be expelled without a hearing at which he or she is given the opportunity to be heard.
- (b) Suspension of membership. Membership may be suspended by the Corporate Board while any investigation and determination of misconduct is pending.
- (c) Procedures for Expulsion. If, in the opinion of the Officers of the Corporation, grounds appear to exist for expulsion of a member under this Section of the By-Laws, the procedures set forth below shall be followed:
- (1) The Member shall be given fifteen (15) days prior notice of the proposed expulsion. Notice may be given by any reasonable method to provide actual notice. Any notice given by mail shall be sent by registered mail to the Members last address as shown on the Corporation records.
 - (2) 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.
 - (3) The Corporate Board of Directors, advised by the Grievance Committee, if invoked, shall decide whether or not the Member should be expelled or further sanctioned in any way. The decision of the Board shall be final.

ARTICLE III CHAPTERS

- 3.1 Establishment. The Corporate Board of Directors may establish Chapters, from time to time, as it deems appropriate. An authorization letter must be issued by the Chairperson to the organizers of the proposed new Chapter.
- 3.2 Initial Appointment. Upon establishment of a Chapter, the Corporate Board shall be notified of the initial Chapter Officers, who shall serve until their successors are duly elected by the Chapter Members.
- 3.3 Chapter License. Upon notification of the new Chapter's Officers, the Corporation may issue a Chapter License. Acceptance of this license by the President of the Chapter completes the process.
- 3.4 Termination of Chapter.

- (a) Chapters may be terminated or suspended at the discretion of the Corporate Board of Directors.. The Chapter President shall be given thirty (30) days prior written notice of the proposed action. Such notice shall be given by registered mail to the Chapter President’s last address as shown on the Corporation’s records. The Chapter shall be entitled to challenge any such proposed action by presenting written or oral testimony, by no more that five (5) delegates appointed by the Chapter President, at the Termination Hearing. The Termination Hearing shall be conducted by the Corporate Board of Directors at a special Board meeting, the time and place of which shall be designated in the notice to the Chapter President.
- (b) Chapters may self-terminate or vacate their own existence by advising the Corporate Board of Directors of such intent. All Chapter funds remaining after all legal obligations have been satisfied will be forwarded to the Corporate Treasurer and held in “trust” for one year. Thereafter, the funds held in “trust” will become part of the general funds of the organization.

3.5 Chapter Board of Directors. Any Chapter in its discretion may establish a Chapter Board of Directors.

ARTICLE IV CHAPTER MEMBERS

- 4.1 Chapter Membership. Membership in any chapter shall be open to all persons who contribute to the Chapter a Membership fee, as established by the Corporate Board of Directors, and who register with the Chapter Treasurer.
- 4.2 Voting Rights. Each Chapter Member who is in good standing on the election date shall be entitled to cast one vote in the election of the Chapter Officers, Corporate Representatives, and such other directors or matters as deemed appropriate.
- 4.3 Voting. Voting as to Chapter Business, Chapter Directors and Chapter Officers, shall be by any reasonable manner designated by the Chapter Officers or Directors, as set forth in Section 2.9 of these by-laws. In the case of a proxy given to vote in a Chapter election, the proxy will be filed with the Chapter Secretary. Ten percent (10%) of the Chapter Members in good standing at the time of the vote shall constitute a quorum. If a quorum is present, the vote of the majority of those voting shall be deemed to constitute the vote of all Chapter Members.
- 4.4 Chapter Membership Meetings. Meetings of the Chapter Members shall be held at least quarterly, at a time, day and place designated by the Chapter President.
- 4.5 Chapter Elections at Annual Chapter Meeting. Each May, there will be a meeting of the Chapter Members to elect the Chapter officers, Corporate Representative and directors , if the Chapter in its discretion chooses to have a Chapter Board of Directors. This meeting shall be known as the Annual Chapter Meeting.
 - (a) Nominations will begin no later than the last Chapter meeting prior to the Annual meeting.
 - (b) Notice of the Annual meeting shall be given by the Chapter Secretary to the Members of the Chapter at least ten (10) days prior to the meeting
 - (c) Elected officers will take office effective July 1st.

ARTICLE V

CHAPTER OFFICERS

- 5.1 Chapter Officers. The officers of each Chapter shall be a Chapter President, Chapter Vice-President, Chapter Secretary, and Chapter Treasurer, all of whom must be Chapter Members. No person may simultaneously hold more than one (1) officer position in the Chapter nor in the Chapter and the Corporate Board.
- 5.2 Chapter Corporate representatives. Each Chapter shall elect a Corporate Representative to act as Chapter Advocate at Corporate Meetings and as Liaison between the Corporate Board of Directors and the Chapter. Each Chapter is entitled to two (2) votes on the Corporate Board of Directors plus one (1) vote when Chapter Membership reaches 101 and an additional one (1) forever 50 thereafter. The Chapter President shall assign these votes to specific attendees at Corporate Board Meetings. Proxies may be used if Chapter attendance at a Corporate Board Meeting falls below the number of votes to which the Chapter is entitled
- 5.3 Election of Chapter Officers and Corporate Representative. The Chapter Officers shall be elected at the Annual Chapter Meeting as set forth in Section 4.5 of these by-laws.
- 5.4 Initial Election. Notwithstanding any other provisions of these By-laws, if the Chapter has not yet elected the Chapter officers and Corporate Representative and the Chapter's Annual Meeting will not take place for more than three (3) months after the Chapter is Licensed, the election will be held at a regular meeting. In this case, nominations for Officers, Corporate Representative and any Directors deemed appropriate, shall begin no later than 60 days after licensing and elections shall be held at the next meeting, as set forth in Section 4.5. This meeting will be considered the Annual Chapter Meeting for that year.
- 5.5 Committee Chairpersons. The Chapter President may appoint such Committee and Chairpersons as the affairs of the Chapter may require, each of which Chairpersons shall hold office for such period, have such authority, except the authority to vote as a Chapter Officer, and perform such duties as the Chapter President may from time-to-time determine. Any such Committee Chairperson may be removed at-will by the Chapter President.
- 5.6 Removal of Chapter Officers, Corporate Representatives or Director. Any Chapter Officer, Corporate Representative or Director may be removed with cause, which shall include failure to perform their duties in any material respect, by the Chapter President or the Corporate Board of Directors. A grievance Committee may be appointed as specified in Section 2.10 as required and may declare any individual's position vacant on the occurrence of any of the following events:
- (a) The Individual has been declared of unsound mind by final order of a court;
 - (b) The Individual has been convicted of a felony, or;
 - (c) The Individual's Membership terminates.
- 5.7 Termination of Chapter Officers, Corporate Representative or Director. Any Chapter Officer, Corporate Representative or Director may resign at any time by giving written notice to the Chapter President or any other Chapter Officer. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice and, unless otherwise specified in that notice, the acceptance of their resignation shall not be necessary to make it effective.

- 5.8 Term of Office. Each Chapter Officer, Corporate Representative or Director, shall hold office for a term of one (1) year, beginning July 1st and continuing until their successor is duly elected and takes office.
- 5.9 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by appointment by the Chapter Officers.
- 5.10 Authority and Duties. The Chapter Officers shall collectively oversee and manage the following functions of the Chapter: Trip coordination, fund raising, provision of health care and education, membership and elections. Chapter Officers shall have the authorities and duties designated by the Corporate Board of Directors as set forth in the Policies and Procedures Manual of the Corporation. Unless the Chapter determines to have a Board of Directors, the Chapter Officers, at an Officers meeting, shall determine Chapter policy, to the extent that Chapter policy is not set forth by the Corporation.
- 5.11 Regular Meetings. The Chapter Officers and Directors, if any, shall have regular meetings which shall be held at least quarterly.
- 5.12 Chapter Special Board Meetings. Special meetings of the Chapter Officers and Directors may be called by any of the Chapter Officers or Directors. Special meetings can be closed to the general membership as deemed appropriate by the Chapter President.
- 5.13 Conduct of Regular Meetings. The Chapter President, or in his or her absence, any Chapter Officer or Board Member selected by the President, shall preside at the regular meetings of the Chapter Officers. The Chapter Secretary, or in the Secretary's absence any Member selected by the Presiding Officer, shall act as Secretary of the meeting. A majority of the Officers, including proxies, shall constitute a quorum and a decision by the majority present shall be the act of the meeting. The Presiding Officer may invoke Robert's Rules of Order at any meeting.
- 5.14 Notice. Meetings of the Chapter Officers shall be held on four (4) days notice by first class mail, electronic mail or by telephone. A notice shall specify the purpose of any special meeting.

ARTICLE VI MEETINGS OF THE CORPORATE BOARD OF DIRECTORS

- 6.1 Directors. The Directors of the Corporation will consist of representatives from each of the Chapters as set forth in Section 5.2 of these By-laws, plus the four (4) Officers of the Corporation, ie, Corporate Chairperson, Corporate Vice Chairperson, Corporate Secretary and Corporate Treasurer. Nominations to the four (4) officer positions may be made by any voting member from any chapter. Additionally, the Founding Father of Los Medico Voladores, Mr. Milton Camp, is hereby permanently placed on the Board of Directors and the immediate past Chairperson shall continue on the board for one year. All Corporate Directors shall have voting rights.
- 6.2 Corporate Board of Directors Meetings.
- (a) General Meetings. General meetings of the Corporate Board of Directors shall be called by the Chairperson to conduct the normal affairs of the

Corporation. The frequency, time and location of such meetings shall be set by the Chair. Notice of such meeting shall be in the manner provided in Section 2.6 (b) of these By-laws. General meetings are open to attendance by all Members of the Corporation.

- (b) **Special Meetings.** Special meetings of the Board may be called by the Corporate Chairperson, Corporate Vice-Chairperson, or any two (2) Directors of the Corporation. The intent of a Special Meeting is to enable the Board, in closed session, to discuss issues that bear on potential and pending litigation or personnel matters. Special meetings will be noticed as set forth in Section 2.6 and may be closed to the General Membership.
- (c) **Annual Meeting.** The annual meeting of the Corporate Board of Directors will coincide with the annual Membership meeting of the Corporation. The annual meeting will be held in the summer at a time and place designated by the Chairperson and is open to all Members. The principal function of the annual meeting is to vote on the Officers of the Corporation for the following year.

6.3 **Quorum.** A majority of the number of Directors constitutes a quorum of the Board of Directors for the transaction of business.

6.4 **Transactions of the Board of Directors.** Except as otherwise provided in the Articles of Incorporation, in these By-laws or by law, every act or decision done or made by a majority of the Directors present at a meeting, duly held at which a quorum is present shall be the act of the Corporation.

6.5 **Conduct of Meetings.** The Corporate Chairperson, or in his or her absence, any Director selected by the Chairperson, shall preside at meetings of the Corporate Board of Directors. The Corporate Secretary, or in the Secretary's absence any member selected by the Presiding Officer, shall act as Secretary of the meeting. The Presiding Officer may invoke Robert's Rules of Order at any meeting.

6.4 **Telephonic Meetings.** Any Director may participate in a meeting through the use of conference telephone or similar communication equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence at such a meeting.

6.5 **Adjournment.** A majority of the Board of Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to Directors who were not present at the time of the adjournment.

6.6 **Powers.** Subject to the provisions of the California Corporation Code and any other limitations in the Articles of Incorporation, and these By Laws, the activities and affairs of the Corporation shall be conducted, and all Corporate power shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, any Management Company or Corporation or Committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all Corporate Powers shall be exercised under the ultimate direction of the Board of Directors. The Corporate Board of Directors shall have the exclusive authority to:

- (a) Establish Chapters, chapter privileges and responsibilities, and terminate or suspend Chapters;
- (b) Establish pilot qualification requirements;
- (c) Establish professional standards;
- (d) Administer relations with international, national, state and local governments;
- (e) Take all such other actions, make such decisions and conduct such affairs, as it shall designate to be within the exclusive authority of the Board of Directors.

6.9 Duties and Liabilities. A Director shall perform the duties of a Corporate Director in good faith, in a manner such Director believes to be in the best interest of the Corporation and with such care as an ordinary prudent person in a like position would use under similar circumstances.

In performing the duties of Director, a Director shall be entitled to rely on information, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One (1) or more Members of the Corporation whom the Director believes to be reliable and competent;
- (b) Council, Independent Accountants or Persons as to matters which the Director believes to be within such person's professional or expert competence;
- (c) A Committee of the Board of Directors upon which the Director does not serve, as to matters within its designated authority, which Committee the Director believes to merit confidence, so long as, in any such case the Director acts in good faith.

6.10 Fees and Compensation of Directors. Directors and Members of Committees shall not receive any compensation for their services. The Board of Directors may authorize reimbursement for out-of-pocket expenses incurred in carrying out the business of the Corporation.

6.11 Removal for Cause. The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

- (a) The Director has been declared of unsound mind by final order of a court;
- (b) The Director has been convicted of a felony;
- (c) The Director has failed to attend two (2) consecutive meetings of the Board;
- (d) The Director's Membership terminates;
- (e) The Director is removed or resigns.

6.12 Removal Without Cause. A Director may not be removed without cause as defined in 6.11 above.

6.13 Resignation of Directors. Any Director may resign at any time by giving written notice to any Corporate Officer, unless notice specifies a later time for the

effectiveness of such resignation, provided the Director simultaneously resigns the position which makes him or her a Corporate Director.

ARTICLE VII CORPORATE BOARD COMMITTEES

- 7.1 Committees of the Board of Directors. The Corporate Board of Directors shall maintain Pilots, Education and Health, Medical Professional Standards and Public Relations Committees, which shall have the authorities and duties designated by the Board of Directors or set forth in the Policies and Procedures Manual. The Board may also, by resolution, create other Committees as required. Appointments to Committees, provided such Committees are empowered to act on behalf of the Board of Directors, shall be by the majority of the Board Members voting at a meeting where a quorum is present. Appointments to all other Committees may be by the Corporate Chairperson. The Board may appoint one (1) or more Directors as an alternate member of any Committee, who may replace any absent member at any meeting of the Committee. Committees shall report their recommendations to the Board of Directors for appropriate action.
- 7.2 Meetings and Actions of Committees. The Board of Directors may adopt rules for government of any Committee consistent with the provisions of these Bylaws. In the absence of rules adopted by the Board, these Bylaws shall govern the meetings and actions of Committees.

ARTICLE VIII CORPORATE OFFICERS

- 8.1 Corporate Officers. The Officers of the Corporation shall be appointed by the Corporate Board of Directors and shall consist of the Chairperson, Vice-Chairperson, Secretary and Treasurer, all of whom shall become members of the Corporate Board of Directors, by virtue of these offices, with full voting rights.
- 8.2 Term of Office. Officers shall be elected to a one (1) year term of office, to be effective on the first day of July of the year in which elected.
- 8.3 Chairperson. The Chairperson shall be the Chief Executive Officer of the Corporation and shall provide general supervision, direction, and control of the business and Officers of the Corporation. The Chairperson will preside at all meetings of the Corporate Board of Directors and shall have such other powers and duties as prescribed by the Board of Directors or by these bylaws.
- 8.4 Vice Chairman. The Vice Chairperson shall oversee, administer and direct the Corporation's compliance with the International and National laws and relations with countries and political subdivisions of destination. In the absence or disability of the Chairperson, the Vice Chairperson shall perform all duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as from time to time may be prescribed respectively by the Board of Directors or the Bylaws.
- 8.5 Secretary. The Corporate Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct or

authorize, a book of minutes of all meetings and actions of the Board of Directors and its committees showing (a) the time and place of meetings and whether Regular or Special; (b) in the case of Special Meetings, how authorized and how notice was given; (c) the names of those present at the Meetings; and (d) the proceedings thereof.

8.6 Treasurer.

- (a) The Corporate 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 and losses, and capital and retained earnings. The book of accounts shall, at all reasonable times, be open to inspection by any Director.
- (b) The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation, but not those of the Chapters, with such depositories as may be designated by the Corporate Board of Directors. The Treasurer shall cause to be disbursed the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the Board of Directors, whenever they request it, an account of all the Corporation's transactions, and of the financial condition of the Corporation. The Treasurer shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

8.7 Resignation of Corporate Officers. Any Officer may resign effective upon giving written notice to any other Corporate Officer, unless the notice specifies a later time for the effectiveness of such resignation.

**ARTICLE IX
INDEMNIFICATION OF CORPORATE DIRECTORS AND OFFICERS,
CHAPTER OFFICES, EMPLOYEES AND OTHER AGENTS.**

The Corporation may indemnify any Corporate or Chapter Director or Officer, agent or employee as to those liabilities and on those terms and conditions as are specified in Section 5238 of the California Nonprofit Public Benefit Corporation Law. In any event, the Corporation shall have the right to purchase and maintain insurance against any liability asserted against or incurred by any Person whether or not the Corporation would have the power to indemnify such Persons against the liability insured against.

**ARTICLE X
RECORDS AND REPORTS**

Every Director and Corporate Officer shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of any kind and to inspect the physical properties of the Corporation and of the Chapters.

**ARTICLE XI
GENERAL CORPORATION MATTERS**

- 11.1 Checks, Drafts, Evidence of Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, in excess of five hundred (500) dollars, issued in the name of the Corporation shall be signed by at least two (2) but not more than four (4) persons as, from time to time, shall be determined by resolution of the Corporate Board of Directors.
- 11.2 Corporate Contracts and Instruments; How Executed. The Corporate Board of Directors, except as otherwise provided in these Bylaws, may authorize any office or Officers, Agent or Agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances; and unless so authorized or ratified by the Board of Directors or within the agency power of an Officer, no Officer, Agent or Employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.
- 11.3 Sale or Disposition of Assets. The Corporation may sell, lease, convey, exchange, transfer or otherwise dispose of all or substantially all of its assets when the Board of Directors approves the principal terms of the agreement. Subject to the provisions of Section 5237 of the California Nonprofit Public Benefit Corporation Law, such sale, lease, conveyance, exchange, transfer, or other disposition may be made upon such terms and conditions as the Board may deem in the best interest of the Corporation.
- 11.4 Assessments, Fees and Contributions. The Corporation may, in accordance with appropriately adopted resolutions, collect assessments and fees from the Chapters and raise funds from outside sources
- 11.5 Construction and Definition. Unless the context requires otherwise, the general provisions, rule of construction and definitions in the Nonprofit Public Benefit Corporation Law of the California Corporation Code shall govern the construction of these By-laws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “Person” includes both a Corporation and a Natural Person. The term “shall” is mandatory and the term “may” is permissive. In case of conflict between any provisions of these Bylaws and any provisions of the Nonprofit Public Benefit Corporation Law of the California Corporation Code, the Nonprofit Public Benefit Law of the California Code shall be controlling.

ARTICLE XII

Amendments by Directors. These Bylaws may be adopted, amended or repealed by the Corporate Board of Directors, which action shall be ratified by the Membership as outlined in Sections 2.5 and 2.6 of these by laws.