

AMENDED & RESTATED
BYLAWS
of
THE MOSAIC PROJECT

Amended December 11, 2004

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I -- PRINCIPAL OFFICE	1
Section 1. <u>Principal Office</u>	1
Section 2. <u>Change of Address</u>	1
Section 3. <u>Other Offices</u>	1
ARTICLE II -- MEMBERSHIP	1
ARTICLE III -- BOARD OF DIRECTORS	1
Section 1. <u>Powers</u>	1
Section 2. <u>Duties</u>	2
Section 3. <u>Number and Qualification of Directors</u>	2
Section 4. <u>Limitations on Interested Persons</u>	2
Section 5. <u>Election and Term of Office of Directors</u>	2
Section 6. <u>Vacancies</u>	2
Section 7. <u>Resignation and Removal</u>	2
Section 8. <u>Regular and Annual Meetings</u>	3
Section 9. <u>Special Meetings</u>	3
Section 10. <u>Notice</u>	3
Section 11. <u>Waiver of Notice</u>	3
Section 12. <u>Quorum</u>	3
Section 13. <u>Action Without a Meeting</u>	4
Section 14. <u>Telephone and Electronic Meetings</u>	4
Section 15. <u>Standard of Care</u>	4
A. <u>General</u>	4
B. <u>Investments</u>	5
Section 16. <u>Inspection</u>	5
Section 17. <u>Compensation</u>	5
ARTICLE IV -- COMMITTEES	6
Section 1. <u>Board Committees</u>	6
Section 2. <u>Advisory Committees</u>	6
Section 3. <u>Meetings</u>	7
A. <u>Of Board Committees</u>	7
B. <u>Of Advisory Committees</u>	7

ARTICLE V -- OFFICERS	7
Section 1. <u>Officers</u>	7
Section 2. <u>Election</u>	7
Section 3. <u>Removal</u>	7
Section 4. <u>Resignation</u>	7
Section 5. <u>Vacancies</u>	8
Section 6. <u>President</u>	8
Section 7. <u>Vice President</u>	8
Section 8. <u>Secretary</u>	8
Section 9. <u>Treasurer</u>	8
Section 10. <u>Compensation</u>	8
ARTICLE VI -- CERTAIN TRANSACTIONS	9
Section 1. <u>Loans</u>	9
Section 2. <u>Self-Dealing Transactions</u>	9
Section 3. <u>Approval</u>	9
ARTICLE VII -- INDEMNIFICATION AND INSURANCE	9
Section 1. <u>Right of Indemnity</u>	9
Section 2. <u>Approval of Indemnity</u>	10
Section 3. <u>Advancing Expenses</u>	10
Section 4. <u>Insurance</u>	10
ARTICLE VIII -- GRANTS ADMINISTRATION	10
Section 1. <u>Purpose of Grants</u>	10
Section 2. <u>Exclusive Power in the Board of Directors</u>	10
Section 3. <u>Refusal; Withdrawal</u>	11
Section 4. <u>Accounting Required</u>	11
Section 5. <u>Restrictions on Contributions</u>	11
ARTICLE IX -- MISCELLANEOUS	11
Section 1. <u>Fiscal Year</u>	11
Section 2. <u>Contracts, Notes, and Checks</u>	11
Section 3. <u>Annual Reports to Directors</u>	11
Section 4. <u>Maintenance of Corporate Records</u>	12
Section 5. <u>Directors' Inspection Rights</u>	12
Section 6. <u>Amendments</u>	13
Section 7. <u>Governing Law</u>	13

BYLAWS
of
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ARTICLE I
PRINCIPAL OFFICE

Section 1. Principal Office. The principal office of this corporation shall be located in the City of Berkeley and County of Alameda, California.

Section 2. Change of Address. The county of the corporation's principal office can only be changed by amendment of these Bylaws. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

Section 3. Other Offices. The corporation may also have other offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE II
MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised

and conducted by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Duties. It shall be the duty of directors to perform all duties imposed on them collectively or individually by law, the Articles of Incorporation of this corporation, or by these Bylaws. It shall also be the duty of the directors to appoint and remove, employ and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of this corporation, as provided in the Bylaws. It shall further be the duty of the directors to supervise all officers, agents and employees of this corporation to assure that their duties are properly performed; meet at such times as required by these Bylaws; and register their addresses with the Secretary of the corporation such that notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 3. Number and Qualification of Directors. The number of directors shall be not less than five nor more than twenty-five, with the exact number of authorized directors to be fixed from time to time by resolution of the Board of Directors.

Section 4. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity 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, or father-in-law of any such person.

Section 5. Election and Term of Office of Directors. The directors then in office shall elect their successors. Each director shall be elected at the annual meeting for a term of two years, with one-half of the board of Directors elected each year. Each director shall hold office until a successor has been elected.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors for the unexpired portion of the term.

Section 7. Resignation and Removal. Any director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary.

Resignations shall be effective upon receipt of such written notice by the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. A majority of the directors then in office may remove any director at any time, with or without cause.

Section 8. Regular and Annual Meetings. Regular meetings of the Board of Directors shall be held at 7:30 P.M. on the last Wednesday of the months of February, June and August, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. The annual meeting of the Board of Directors shall be held at 7:30 P.M. on the last Wednesday of the month of October, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. At the annual meeting, directors shall be elected by the Board of Directors in accordance with Section 5 of this Article of these Bylaws.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two directors, and noticed in accordance with Section 10.

Section 10. Notice. Notice of the regular meetings, the annual meeting and any special meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 12. Quorum. A majority of the total number of directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article III, Sections 6 (filling board vacancies), 7 (removing directors) and 13 (taking action without a meeting); Article IV, Section 1 (appointing

Board Committees); Article VI, Section 3 (approving self-dealing transactions); Article VII, Section 2 (approving indemnification); and Article IX, Section 4 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

Section 14. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently;

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

(c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, *and* (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Section 15. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

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

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VI below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 16. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 17. Compensation. Every director shall serve on the Board without compensation, except that they shall be allowed and paid reasonable advancement or reimbursement of actual and reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees. 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 4 of this Article of these Bylaws.

ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

By a majority vote of directors then in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two the number of committee members serving on any committee, and fill vacancies therein.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making

recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records and shall be reported to the Board of Directors from time to time as the Board may require.

B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V
OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board, if any. The President shall be elected from among the directors of the corporation.

Section 2. Election. The officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any other officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall be the Chief Executive Officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall preside at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Vice President. The Vice President shall, in the absence of the President, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, shall exhibit at all reasonable times upon request of any director of this corporation the Bylaws, corporate records book, or minute book to any director of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall be the Chief Financial Officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, shall exhibit at all reasonable times upon request of any director of this corporation the books of accounts and financial records to any director of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 10. Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is a director of

the corporation, provided, however, that such compensation paid a director of this corporation for also serving as an officer of this corporation shall only be allowable if permitted under the provisions of Article III, Section 17 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable purpose of this corporation.

ARTICLE VI CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall

indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, “agent” shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, may authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under law.

ARTICLE VIII GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Exclusive Power in the Board of Directors. The Board of Directors shall have exclusive control over grants, contributions, and other financial assistance given by this corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

Section 4. Accounting Required. The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation was made.

ARTICLE IX MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall begin each year on January 1 and end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order,

or other evidence of indebtedness of this corporation shall be signed by two persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Directors. Within 120 days after the end of this corporation's fiscal year, the President shall furnish a written report to all directors of this corporation containing the following information:

(a) the assets and liabilities, including the trust funds of this 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 this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and

(e) any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000.00 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing 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 this corporation that such statements were prepared without an audit from the books and records of this corporation.

Section 4. Maintenance of Corporate Records. The corporation shall keep the following at its principal office in the State of California: minutes of all meetings of directors and committees of the Board, adequate and correct books and records of account, and a copy of this corporation's Articles of Incorporation and Bylaws as amended to date, all of which shall be open to inspection by members of the Board of Directors at reasonable times during office hours.

Section 5. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation. Any inspection under the provisions of this Article may be made in person or by an agent or attorney, and the right to inspection includes the right to copy and make extracts.

Section 6. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

Section 7. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

Amended & Restated Bylaws Approval:

These amended and restated Bylaws were approved unanimously by all of the duly-elected Board of Directors present at the annual meeting of December 11, 2004. The signatures below confirm that this document is a true copy of the amended and restated bylaws approved and enacted by the Board of Directors on December 11, 2004.

Margaret Hodder, President & Director

Michelle Contreras, Vice President & Director

Mark Breimhorst, Treasurer & Director

Jillian Kwan, Secretary & Director

Sriram Balasubramanian, Director

Jon Marley, Director

Natalie Bauer, Director

Tom Massey, Director

Erica Brynes, Director

Lara Mendel, Director

Albert Chan, Director

Nancy Nagramada Pedersen, Director

Laurie Grossman, Director

Timmy Yuen, Director

Ann Hecht, Director