

BY-LAWS OF THE CALIFORNIA STATE GRANGE FOUNDATION

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1 (OFFICES)

SECTION 1: PRINCIPAL OFFICE

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

SECTION 2: CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these By-Laws and not otherwise. 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 to be an amendment of these By-Laws:

Address: _____ Effective Date: _____, 20__

Address: _____ Effective Date: _____, 20__

SECTION 3: OTHER OFFICES

The corporation may also have offices at such other places, within or outside of the State of California, where it is qualified to do business, as its business may require and as the Board of Directors from time to time designate.

ARTICLE 2 (OBJECTIVES AND PURPOSES)

The primary objectives and purposes of this corporation shall be to carry out activities to support the California State Grange's work, programs, and goals relating to charitable, scientific, and educational activities to the public concerning, but not limited to, the following:

- (a) the promotion of educational programs with emphasis on the agricultural and domestic spheres in order to develop a better and higher manhood and womanhood among person engaged in or interested in agriculture, to enable them to improve their skills, their standard of living, their self-respect and their esteem in the eyes of their fellow citizens;
- (b) the support and encouragement of the development of programs for community improvement;
- (c) the promotion of research in agriculture and economics in order that reliable and useful facts may be made available to the agriculture community and to the general public;

- (d) the fostering of education, leadership, and self-reliance among the youthful members of the community by means of scholarships, training programs, and public recognition of worthwhile achievements;
- (e) the encouragement of exchanges of information with members of the general public who have an interest in our agriculture heritage and traditions as a means of preserving this heritage and traditions; and
- (f) the encouragement and facilitation of charitable activities for the benefit of our youth, the poor, handicapped, or underprivileged persons in our country and abroad.
- (g) the preservation of farm land
- (h) the support and encouragement of existing as well as beginning farmers and ranchers

ARTICLE 3 (MEMBERS)

The two (2) selected representatives of Subordinate Granges and Pomona Granges in good standing within the jurisdiction of the California State Grange shall be voting members of this corporation, entitled to attend and vote at all membership meetings and to hold office as director or officer as provided herein.

Any natural person who has obtained the Fourth Degree and is a member in good standing of a Subordinate Grange within the jurisdiction of the California State Grange shall be a non-voting member of this corporation, entitled to hold office as a director or officer as provided herein.

ARTICLE 4 (DIRECTORS)

SECTION 1: NUMBER

The authorized number of directors shall be as set by resolution adopted by the members, but not less than seven or more than twenty-one. Collectively they shall be known as the Board of Directors.

SECTION 2: POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the Digest of Laws of the National Grange of the Order of Patrons of Husbandry, the Constitution and By-Laws of the California State Grange, and any limitations in the Articles of Incorporation of this corporation and these By-laws 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 3: DUTIES

It shall be the duty of the directors to:

- (a) observe and obey the rules set forth in the Digest of Laws of the National Grange of the Order of Patrons of Husbandry and the Constitution and By-Laws of the California State Grange;
- (b) perform any and all duties imposed on them collectively or individual by law, by the Articles of Incorporation of this corporation, by these By-Laws, by the Digest of Laws of the National Grange of the Order of Patrons of Husbandry, or by the Constitution and By-Laws of the California State Grange;
- (c) appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (d) supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (e) meet at such times and places as required by these By-Laws;
- (f) register their addresses with the Secretary of the corporation and notices of meetings sent to them by first-class mail, overnight delivery service, electronic mail, or facsimile at such addresses shall be valid notices thereof.

SECTION 4: QUALIFICATION AND ELECTION OF DIRECTORS

The initial seven directors of this corporation shall consist of the following officers of the California State Grange (the chartered division of the National Grange of the Order of Patrons of Husbandry): Master (President), Overseer (Vice President), Secretary, Treasurer and the three members of the Executive Committee (Board of Directors). At all times during the existence of this corporation, the election and installation of any individual into any of these offices within the California State Grange shall constitute election to the position of director within this corporation.

No individual may be elected to the position of director of this corporation unless he or she has attained the Fourth Degree in the Order of Patrons of Husbandry and is a member in good standing of a Subordinate Grange.

If additional directors are authorized in accordance with Section 1 of this Article, any additional qualifications of and the election process for these directors shall be specific by resolution, as adopted by a majority vote of the members present and voting at any annual meeting.

SECTION 5: TERMS OF OFFICE

The term of office of the seven directors as set forth in Section 4 of this Article shall correspond to the term of office for their respective offices within the California State Grange.

The term of office of all directors elected as a result of their election and installation into office within the California State Grange shall correspond to the term of office for their respective offices within the California State Grange.

If additional directors are provided for, their term of office shall be for two years and the method of their election shall be specified by resolution.

SECTION 6: COMPENSATION

Directors shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in 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 By-Laws, not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For purposes 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, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 8: PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board of Directors or at such place within or outside of the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all beam members have been given written notice of the meeting as hereinafter provided for special meetings of the Board of Directors. Any meeting, regular or special, may be held by conference telephone, videoconference, or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

SECTION 9: REGULAR AND ANNUAL MEETING

Regular meetings of the Directors shall be held at least semi-annually and shall be held at a time and place as determined by a vote of the Directors.

Annual meetings of the members of the corporation shall be held not more than one (1) day prior to nor more than one (1) day after the annual meeting of the California State Grange.

SECTION 10: SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or outside of 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 of Directors may be held without notice. Special meetings of the Board of Directors shall be held upon ten (10) days notice by first-class mail or four (4) days by notice delivered personally or by telephone, facsimile, or electronic mail. 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 holding an adjourned meeting need not be 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 than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 12: CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The notice of any Board of Directors meeting shall include the agenda for the meeting.

SECTION 13: WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 14: QUORUM FOR MEETINGS

A quorum shall consist of one-third (1/3) the authorized number of Directors as set in Article 3, Section 1. Except as otherwise provided in these By-Laws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

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 be transacted at such

meeting, other than 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 a quorum at the meeting due to a withdrawal of directors from the meeting-, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or By-Laws 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 By-Laws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 16: CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson 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 of Directors, 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 Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, 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 of Directors shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board of Directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effects 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 By-Laws of this corporation authorize 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; (2) whenever the number of authorized directors is increased; (3) whenever any director loses or for any reason no longer holds membership in a Subordinate Grange; or (4) upon the expiration of the qualifying term of office as provided for in Section 4 of Article 3.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order or court; convicted of a felony; convicted in a Grange disciplinary proceeding conducted pursuant to the Digest of Laws of the National Grange of the Order of Patrons of Husbandry; or found by a final order or judgment of any court to have breached any duty under Section 5230 *et seq.* of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of the votes represented and voting at a membership meeting at which a quorum is present.

Directors may be removed without cause by a four-fifths (4/5) of the directors then in office.

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

Vacancies on the Board of Directors may be filled by approval of the Board of Directors 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 By-Laws; or (3) a sole remaining director. If this corporation has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by the Section shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 19: NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 20: INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

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 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 this 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 such 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 provisions 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 provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5 (OFFICERS)

SECTION 1: NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2: QUALIFICATION, ELECTION AND TERM OF OFFICE

Any member in good standing of a Subordinate Grange in the State of California may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer 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 officers or agents as it may deem desirable, and such officers shall meet such qualifications, serve such terms, 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 vacancy 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 any office other than that of 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 offices of officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

SECTION 6: DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these By-Laws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws, 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 THE 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 of the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. 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 By-Laws, or as may be prescribed by the Board of Directors.

SECTION 8: DUTIES OF THE SECRETARY

The Secretary shall:

- (a) certify and keep at the principal office of the corporation the original or a copy of these By-Laws as amended or otherwise altered to date;

- (b) keep at the principal office of the corporation or at such other place as the Board of Directors may determine a book of minutes of all meetings of the directors and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- (c) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- (d) be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these By-Laws;
- (e) keep at the principal office of the corporation a membership record containing the name and address of any and all members;
- (f) exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the By-Laws, membership book, and/or minutes of the proceedings of the directors of the corporation; and
- (g) 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 By-Laws, 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 Article 6 of these By-Laws relating to the execution of instruments, deposits, and funds, the Treasurer shall:

- (a) 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;
- (b) receive and give receipt for monies due and payable to the corporation from any source whatsoever;
- (c) 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;
- (d) 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;
- (e) exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor;

- (f) 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;
- (g) prepare or cause to be prepared and certify or cause to be certified the financial statements to be included in any required reports; and
- (h) 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 By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

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 also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Section 6 of Article 3 of these By-Laws. 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 or public purposes of this corporation.

ARTICLE 6 (COMMITTEES)

SECTION 1: EXECUTIVE COMMITTEE

By adoption of a resolution, the members of this corporation may form an executive committee composed of five (5) members of the Board of Directors (who may also be serving as officers of this corporation) and delegate to this committee any of the powers and authority of the Board of Directors 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 provisions of these By-Laws, requires the approval of the members or of a majority of all of the members;
- (b) the filling of vacancies on the Board of Directors on any committee which has the authority of the Board of Directors;
- (c) the fixing of compensation of the directors for serving on the Board of Directors or on any committee;
- (d) the amendment or repeal of By-Laws or the adoption of new By-laws;
- (e) the amendment or repeal of any resolution of the Board of Directors which by its express terms may not be so amended or repealed;
- (f) the appointment of committees of the Board of Directors or the members thereof;

- (g) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
- (h) the approval 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.

By a majority vote of its members then in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated to the executive committee, increase or decrease but not below two (2) the number of members of the executive committee, and fill vacancies therein from the members of the Board of Directors. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records of this corporation, and report the same to the Board of Directors from time to time as the Board of Directors may require.

SECTION 2: OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board of Directors. These additional committees shall act in any advisory capacity only to the Board of Directors and shall be clearly titled as “advisory” committees.

SECTION 3: MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these By-Laws concerning meetings of the Board of Directors, with such changes in the context of such By-Law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of 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 meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-Laws.

ARTICLE 7 (EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS)

SECTION 1: EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these By-Laws, 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, 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 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 the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of 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 purposes of this corporation.

ARTICLE 8 (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 directors, committees of the Board of Directors, 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, the names of those present, and the proceedings 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 indicating their names, addresses, and, if applicable, the class of membership held by each member and the termination date of any membership; and
- (d) a copy of the corporation's Article of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members 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 shall not affect the validity of any such instrument.

SECTION 3: INSPECTION RIGHTS OF DIRECTORS

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

SECTION 4: INSPECTION RIGHTS OF MEMBERS

Each and every member, if any, shall have the following inspection rights, for a purpose reasonably related to such 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 demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; and
- (b) to inspect the books, records, or minutes of proceedings of the members or of the Board of Directors or committees of the Board of Directors at any reasonable time upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5: RIGHT TO COPY AND MAKE EXTRACTS

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: ANNUAL REPORT

The Board of Directors shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, to any member who requests it in writing, and to the California State Grange. The annual report shall contain the following information in appropriate detail:

- (a) a listing of 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 purposes, for the fiscal year;
- (d) the expenses or disbursements of the corporation, for both general and restricted purposes, 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 officers of the

corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 7: ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and to any member who requests it in writing a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or 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 of the California State Grange (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.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving in the aggregate more than fifty thousand dollars (\$50,000).

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.

ARTICLE 9 (FISCAL YEAR)

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE 10 (AMENDMENT OF BYLAWS)

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

- (a) subject to the power of members to change or repeal these By-Laws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the By-Law amendment would materially and adversely affect the rights of members as to voting or transfer, provided, that a By-Law 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 as provided in subparagraph (b) of this Section; or

- (b) by approval of the members of this corporation at any annual meeting by a majority vote of the members present and voting.

As set forth herein, Article 13 of these By-Laws may not be revoked or amended in any way.

ARTICLE 11 (AMENDMENT OF ARTICLES OF INCORPORATION)

SECTION 1: AMENDMENT OF ARTICLES OF INCORPORATION

Amendment of the Articles of Incorporation of this corporation may be adopted by the approval of the members of this corporation at any annual meeting by a majority vote of the members present and voting.

SECTION 2: CERTAIN AMENDMENTS

Notwithstanding 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 and of the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 12 (PROHIBITION AGAINST SHARING CORPORATE 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 earnings or pecuniary profit from the operations of the corporation. provided, however, that this provision shall not prevent payment to any such person or 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 By-Laws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members 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 13 (ACCESSION TO GRANGE RULES)

SECTION 1: APPLICABILITY OF GRANGE RULES

This corporation is intended to be the charitable arm of the California State Grange. It is intended that the charitable property that this corporation shall hold will be administered in conformity with the rules of the National Grange of the Order of Patrons of Husbandry. This corporation is and forever shall be subject to the rules set forth in the Digest of Laws of the

National Grange of the Order of Patrons of Husbandry and the Constitution and By-Laws of the California State Grange.

SECTION 2: LOSS OF THE CALIFORNIA STATE GRANGE'S CHARTER

If the Charter of the California State Grange should be surrendered, revoked, or lost for any reason, then all offices in this corporation shall automatically be vacated and the National Grange of the Order of Patrons of Husbandry shall appoint individuals to hold some or all of those offices. Those individuals shall enjoy all the rights and powers inherent in those offices with respect to the operation of this corporation, and shall administer the charitable property held by this corporation to achieve the objectives and purposes of this corporation.

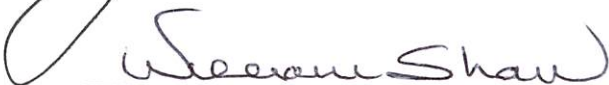
SECTION 3: IRREVOCABILITY

This Article 13 shall be irrevocable, and may not be amended in any way.

Date: Nov. 17, 2019

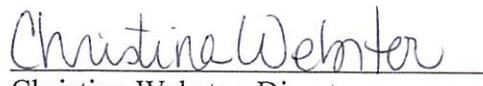

Jan Saxton, Director


Lillian Booth, Director


William Shaw, Director


Martha Stefenoni, Director


Erica Kroesen, Director


Christina Webster, Director


William Booth, Director


Steven Hood, Director


Katie Squire, Director