

THE FOLLOWING TEXT WAS APPROVED BY UNANIMOUS VOTE OF THE COMMITTEE OF THE WHOLE, FRIDAY NOVEMBER, 16, 2007. R. C. HEAD, CHAIR, CONSTITUTION COMMITTEE AND COMMITTEE OF THE WHOLE.

**CONSTITUTIONAL PRINCIPLES
OF THE
California World History Association
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

This constitution expresses the intentions and general principles of the founders of the CWHHA. They are bindingly enacted in the attached bylaws of the Association.

ARTICLE I: **Name.** The name of the organization shall be the California World History Association.

ARTICLE II: **Affiliation.** The organization shall operate in cooperation with, and as an affiliate of, the World History Association.

ARTICLE III: **Objectives.** The objectives of the organization shall be to promote and to facilitate the study of World History in schools, colleges, and universities within California by means of conferences, workshops, the publication of a newsletter, and such other activities that it may deem appropriate.

ARTICLE IV: **Board of Directors.** The affairs of the organization shall be under the supervision of a Board of Directors consisting of nine teachers and professors of World History. Directors shall be elected from the membership of the organization by the outgoing Board for three year terms, and one third of the Board shall be newly elected each year. The Board of Directors should include membership from the major constituencies in the organization, including K-12 teachers, professors at two-year colleges, professors at four-year colleges, and professors at research universities.

The Board of Directors shall constitute other standing committees, including a Nominating Committee consisting of at least three members: one K-12 teacher, one faculty member from the two-year colleges, and one faculty member from the four-year colleges and universities.

ARTICLE V: **Officers.** The officers of the organization shall be a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be elected annually by the outgoing Board from among the members of the organization at the annual meeting, and shall take office immediately upon their election. Officers shall act as additional voting members of the Board of Directors. The Board of Directors shall fill any vacancies in such offices occurring during the year

The President shall preside at all meetings of the Board of Directors and at the annual meeting; shall present for consideration to the Board of Directors policies for the conduct of the organization; shall be a member, ex officio, of all standing and special committees which may be appointed by the Board of Directors; and shall further represent the organization in all work with other organizations, public meetings, and conferences.

The Vice President shall assist the President, and in the absence of the President shall perform the duties of the President.

The Secretary shall keep a record of all meetings of the organization, and attend to the correspondence of the organization.

The Treasurer shall be responsible for all funds, making collections and disbursements as

directed by the Board of Directors.

ARTICLE VI: **Annual Meeting.** The fiscal year of the organization shall be from January 1 to December 31. The annual meeting of the organization shall be held before the end of the fiscal year. Business at the annual meeting shall include a financial report, a President's report, and elections.

ARTICLE VII: **Elections.** At the annual meeting the Nominating Committee shall nominate Board members and officers for the organization for the coming year. Members attending the annual meeting may also offer nominations from the floor. Terms for the Board of Directors shall be three years, with one third of the Board elected each year; terms for officers shall be one year. The outgoing Board of Directors shall elect new Board of Directors members from among the nominees. After election of new Board of Directors' members, the Board will elect officers from among those nominated.

ARTICLE VIII: **Membership.** Any person may become a member of the organization on payment of annual dues.

ARTICLE IX: All income from dues and all amounts received as gifts, except as may be provided for specific purposes, shall be used to further the objectives of the organization.

ARTICLE X: Amendments to these principles may be adopted by a majority vote of the Board of Directors, provided notice of the proposed amendments has been provided to the members before the annual meeting. Amendments to the bylaws shall take place as the bylaws provide.

**BYLAWS
OF THE
California World History Association
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1
OFFICES**

The principal office of the corporation is located in *Alameda* County, California. The corporation may also have offices at such other places, within or without the State of California, as the Board of Directors may from time to time designate.

**ARTICLE 2
PURPOSES**

The objectives of the organization shall be to promote and to facilitate the study of world history in schools, colleges, and universities within California by means of conferences, workshops, the publication of a newsletter, and such other activities that it may deem appropriate.

**ARTICLE 3
DIRECTORS**

Section 1. Number and qualifications

The corporation shall have thirteen Directors: nine regular directors and four officers. Collectively, they shall be known as the Board of Directors. The number may be changed by amendment of this bylaw.

Section 2. Selection of Directors

Regular Elections

Regular Directors shall be elected for a term of three years; one third of the Directors shall be elected in any year. Elections shall take place at the Annual Meeting of the corporation. Nominees for the Board of Directors may be offered by the Nominating Committee or by any member from the floor of the Annual Meeting. Each member of the outgoing Board of Directors shall cast one vote for each position to be elected, without cumulative voting. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

A Board Member nominated for re-election shall recuse him or herself from voting in that election.

Each director shall hold office until the third annual meeting after his or her election, and until his or her successor is elected and qualifies.

The Board of Directors should include members from the major constituencies in the organization, including K-12 teachers, professors at two-year colleges, professors at four-year colleges, and professors at research universities.

An initial board shall consist of nine elected members, three elected for one year, three for two years, and three for three year terms. All subsequent members shall be elected for three year terms.

Vacancies

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

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any director may resign by giving written notice to the chairperson of the Board, the president, the secretary, or the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified.

Vacancies created by the removal of a director may be filled only by the approval of the Board of Directors. The Board of Directors of this corporation may elect a director at any time to fill any vacancy.

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

Section 3. Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and to the powers reserved to the members of the corporation by these bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties

The Directors shall:

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

Section 5. Compensation

Directors shall serve without compensation. They shall be allowed reasonable advances or reimbursement for expenses incurred in the performance of their regular duties. 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 approved in advance by the Board of Directors in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 6: Restrictions on interested Directors

Notwithstanding any other provision of these bylaws, less than half of the persons serving on the Board 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, ~~excluding any reasonable compensation paid to a director as director~~; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 7: Place of Meetings

Meetings shall be held inside or outside the State of California at a place designated by resolution of the Board of Directors, and all Board members shall receive written or electronic notice of the meeting.

Any meeting, regular or special, may be held using communications equipment, provided that all Directors participating in the meeting are able to hear one another; that each director participating in the meeting can communicate with all of the other Directors concurrently; that each director is provided the means of participating in all matters before the Board; that the corporation implements some means of verifying that all persons participating in the meeting are Directors of the corporation or are otherwise entitled to participate in the meeting; and that all actions of the Board are taken and votes cast only by Directors.

Section 8: Meetings of the Board

The Board of Directors shall meet at least once annually, at the annual meeting of members and the Board. The annual meeting shall take place before the end of the organization's fiscal year.

Section 9: Special Meetings

Special meetings of the Board of Directors may be called by the president, the vice president, the secretary, or by any two Directors. Such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting. If a majority of the Directors object to the time or place selected, the meeting shall not take place.

Section 10: Notice of meetings

Meetings of the Board shall be held upon eight (8) days' notice by first-class mail or four (4) days' notice delivered personally or by telephone or e-mail. If sent by mail or e-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.

The transactions of a meeting of the Board held without proper notice are valid, provided that a quorum, as defined in Section 11 of this article, 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 11: Quorum for meetings

A quorum shall consist of seven Directors.

Except as otherwise provided in these bylaws or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. When a meeting is adjourned for lack of a quorum, it shall be necessary to give notice of the time and place of the adjourned meeting and of the business to be transacted to all Directors. 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 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.

Section 12: 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 bylaws 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.

Section 13: Conduct of meetings

The President shall preside at all meetings of the Board of Directors and at the annual meeting. In the absence of the President, the Vice President shall preside, or in his or her absence, a chairperson chosen by the majority of Directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the Board; in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 14: 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 consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 15: Nonliability of Directors

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

ARTICLE 4 OFFICERS

Section 1: Number and titles of officers

The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. The Board of Directors may specify further officers and their duties. The same person may hold any number of offices except that neither the secretary nor the treasurer may serve as the president or chairperson of the Board. If one person is elected to more than one office, the resulting vacancy in the Board of Directors shall be filled according to Article 3 above.

Section 2: Qualification, election and terms of office

Any member may serve as an officer of this corporation. Officers shall be elected by the Board of Directors at the annual meeting, after new Board of Directors' members have been elected, or at another time announced to the membership, and each officer shall hold office for one year, or until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3: Removal and resignation

The Board of Directors may remove any officer, either with or without cause, 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. The acceptance of such resignation shall not be necessary to make it effective. These provisions shall be superseded by any contract that has been approved by the Board of Directors relating to the employment of any officer of the corporation.

Section 4: Vacancies

Any vacancy caused by the death, resignation, removal, or disqualification 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 the Board shall fill the vacancy.

Section 5: 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 the activities of the officers. He or she shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

Section 6: 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 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.

Section 7: Duties of the Secretary

The Secretary shall

- (1) keep a record of all meetings of the organization, record such information as is specified in these bylaws, and attend to the correspondence of the organization.
- (2) be custodian of the records of the corporation.
- (3) keep a membership book containing the name and address of each and any member. For any membership that has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

(4) exhibit on request at all reasonable times to any director of the corporation, or to his or her agent or attorney, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.

Section 8: Duties of the Treasurer

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

- (1) 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.
- (2) Receive, and give receipt for, monies due and payable to the corporation from any source.
- (3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors.
- (4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions.
- (5) Exhibit on request 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.
- (6) 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.
- (7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Section 9: Compensation

The officers of this corporation shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Officers may be compensated for rendering services to the corporation in any capacity other than officer, provided that such other compensation is reasonable and is allowable under the provisions of this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

ARTICLE 5 COMMITTEES

Section 1: Nominating Committee

The Board of Directors shall appoint a committee consisting of at least three and not more than five members, to serve as a nominating committee. Directors and officers may be members of the nominating committee. The nominating committee shall nominate both new members for the Board of Directors and officers.

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. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, 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.

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 7 CORPORATE RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

The corporation shall keep in the custody of its officers, in the State of California:

(1) Minutes of all meetings of Directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(2) 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;

(3) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(4) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. 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, if any.

Section 3. Members' inspection rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (1) To inspect and copy 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.
- (2) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Section 4. Right to copy and make extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 5: Annual Report

The Board 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 and to any member who requests it in writing. The report shall contain the following information in appropriate detail:

- (1) The assets and liabilities of the corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities during the fiscal year;
- (3) The revenue of the corporation for the fiscal year;
- (4) The expenses or disbursements of the corporation during the fiscal year;
- (5) Any information required by Section 6 of this Article.

The annual report shall be accompanied by the certificate of an authorized officer of the corporation indicating whether that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives Twenty-Five Thousand Dollars (\$25,000) or more during the fiscal year, this corporation shall automatically send the above annual report to all members, as specified above for the annual report.

Section 6: Annual statement of specific transactions

This corporation shall mail or deliver to all Directors and to all members 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 transaction in which the corporation was a party, and in which any director or officer had a direct or indirect material financial interest.

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

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

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest.

The annual report shall include the information required by this Section.

ARTICLE 8 FISCAL YEAR

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

ARTICLE 9 CONFLICT OF INTEREST AND COMPENSATION APPROVAL

Section 1: Purpose of the conflict of interest policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

(a) Interested Person.

Any director, principal officer, member of a committee with Board of Directors delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

(2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph (b), a person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

Section 2: Procedures for avoiding conflict of interest

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. After disclosure of the financial interest and all material facts, the remaining Board or committee members shall decide whether a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board of Directors or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Section 3: Records of Board and committee meetings

The minutes of meetings of the Board of Directors and all committees with Board-delegated powers shall contain:

(1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.

(2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation approval policies.

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation for services.

A voting member of any committee whose jurisdiction includes compensation for services, and who receives compensation, directly or indirectly, from the corporation for such services, is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for services to individuals who are also Directors, officers, employees, contractors, in addition to complying with the conflict of interest requirements and policies contained in this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

(1) the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation.

(2) all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement, as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. not be the person who is the subject of compensation arrangement, or a family member of such person;
 2. not be in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - 3 not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 4. have no material financial interest affected by the compensation arrangement;
- and

5. not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.

(3) the Board or compensation committee shall obtain and rely upon appropriate data to determine compensation for services beyond their service as a Board member or officer, which shall be uncompensated.

(4) the terms of compensation for services and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation for services arrangement and the date it was approved
2. the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member
3. the comparability data obtained and relied upon and how the data was obtained.
4. if the Board or compensation committee determines that reasonable compensation for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination.
5. if the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting.
6. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction.
7. the minutes of Board or committee meetings at which compensation arrangements are approved must be prepared within 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation for service arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period.

Section 6: Annual affirmations

Each director, principal officer, and member of a committee with Board of Directors delegated powers shall annually sign a statement that affirms that such person:

- (1) has received and understood a copy of the conflict of interest policy,
- (2) has agreed to comply with the policy, and
- (3) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 4: Periodic reviews

To ensure that the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(1) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

(2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE 10 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors of this corporation after announcement at an annual meeting of the members.

ARTICLE 11 AMENDMENT OF ARTICLES

Amendment of the articles of incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

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 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 such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1: 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. This provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board of Directors. 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, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Directors in the articles of incorporation of the California World History Association, a California nonprofit corporation, and, pursuant to the authority granted to the Directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of _____ pages, as the bylaws of this corporation.

Dated: _____

_____, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____

_____, Secretary