

Approved by the Board September 8, 2009
Approved by the Membership November 18, 2009

BYLAWS
OF
CALIFORNIA INDIAN BASKETWEAVERS ASSOCIATION
(a nonprofit public benefit corporation)

ARTICLE I.

NAME

Section 1. Name. The name of this corporation is CALIFORNIA INDIAN BASKETWEAVERS ASSOCIATION (hereinafter "CIBA" or "corporation").

ARTICLE II.

LOCATION OF PRINCIPAL OFFICE

Section 1. Principal Office. The principal office for the transaction of the activities and affairs of the corporation shall be located in California. The Board of Directors ("Board") may change the principal office from one location to another within California.

Section 2. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III.

PURPOSES AND LIMITATIONS

Section 1. General Purposes. This corporation is a California Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public, charitable and educational purposes.

Section 2. Specific Purposes.

The primary objectives and purposes of this corporation shall be:

- a) to preserve, promote and perpetuate California Indian basket weaving traditions.

- b) to raise awareness and provide education of Native Americans, the public, public agencies, arts, educational and environmental groups of the artistry, practices and concerns of Native American basket weavers;
- c) to promote solidarity and communication between Native American basket weavers;
- d) to promote and provide opportunities for Native American basket weavers to pursue the study of traditional basketry techniques and forms and to showcase their work;
- e) to provide information and services to Native American basket weavers, including means protecting their rights as artists and Native Americans;
- f) to establish rapport and work with public agencies and other groups in order to provide healthy physical, social, cultural, spiritual and economic environment for the practice of Native American basketry.
- g) to increase Native American access to traditional cultural resources on public and tribal and traditional gathering sites, and to encourage the reintroduction of such resources and designation of gathering areas on such lands;
- h) to broaden communications with other Native American traditional artists;
- i) to do all of the above in a manner which respects our Elders and Mother Earth.

Section 4. Limitations. The corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to public, charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit foundation, fund or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV.

MEMBERS

Section 1. Voting Members. CIBA is organized with members, but without capital stock. Any person that is a California Indian traditional basket weaver, from beginner to accomplished, is qualified to become a voting member of this corporation.

For purposes of these bylaws, a "California Indian" is defined as a person of California Indian ancestry. "California Indian Traditional Basket Weaver" is defined as one who makes baskets using California Indian traditional techniques and materials. This does not exclude

contemporary basket forms. "California Indian traditional techniques and materials" are defined as those used in basketry by California Indians before contact with European culture.

If questions regarding the qualifications of a voting member arise, they will be determined by a Qualifications Committee. In such case, the following may be used as evidence of California Ancestry: (1) Proof of descent from a member of the 1928 California Indian Enrollment list; (2) A California Indian roll number, or proof of descent from an enrolled California Indian; (3) Three supportive affidavits from tribal elders of the same tribal affiliation as the applicant; (4) Other forms of evidence shall also be considered at the discretion of the Qualifications Committee.

Any such person shall be eligible for voting membership on approval by the Board (or by an individual designated by the Board to make such approvals) and the payment of such dues, fees and assessments as the Board may fix from time to time. Voting members of CIBA and shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 2. Non-voting Associate Members. CIBA may also admit associate members who shall be non-voting members of the corporation. Any person, including but not limited to individuals, businesses, nonprofit organizations, universities, and government entities, not eligible for voting membership but interested in the purposes of CIBA, may submit a written request for associate membership to the Board or the Secretary of the corporation.

Any such person shall be eligible for associate membership on approval by the Board (or by an individual designated by the Board to make such approvals) and the payment of such dues, fees, and assessments as the Board may fix from time to time. Associate members shall be non-voting members of the corporation and shall not have any of the voting rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

Section 3. Fees, Dues, and Assessments. Each member must pay, within the time and on the conditions set by the Board, the fees, dues, and assessments in amounts to be fixed from time to time by the Board.

Section 4. Good Standing. Those members who have paid the required fees, dues, and assessments in accordance with these bylaws, and who are not in violation of any CIBA bylaw, rule, or policy, shall be members in good standing.

Section 5. Termination of Membership. Membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of a member upon notice to the corporation;
- (b) Failure of a member to pay any fees, dues or assessments set by the Board within the period of time fixed by the Board after they become due and payable;
- (c) Expulsion pursuant to Section 6 below.

Section 6. Suspension or Expulsion of Membership. A member may be suspended or expelled in accordance with this Article IV, based on the good faith determination by the Board, or a committee of the Board authorized to make such a determination, that the member has failed in a material and serious degree to comply with the corporation's Articles of Incorporation, bylaws, corporate policies, or any law applicable to the corporation and its members, or has engaged in conduct which is unbecoming or prejudicial to the purposes and interests of the corporation.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

Section 7. Procedure for Suspension or Expulsion. If grounds appear to exist for suspension or expulsion of a member, the procedures set forth below shall be followed:

- (a) The member shall be given 15 days prior notice of the proposed effective date of a suspension or expulsion and the reasons for the proposed suspension or expulsion. Notice shall be given in person or by mail. If notice is by mail, it shall be sent overnight express mail to the member's last address as shown on the corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee of the Board authorized to determine whether the suspension or expulsion should take place.
- (c) The Board or committee shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board or committee shall be final.
- (d) As a specific condition to membership in this organization, every member agrees that any legal action challenging a suspension or expulsion of membership, including a claim alleging defective notice, must be filed and served on the corporation within one year after the effective date of the suspension or expulsion.

Section 8. Effect of Suspension or Expulsion. All rights of a member of the corporation shall cease upon suspension or expulsion from membership. In the case of expulsion, the member's membership in corporation shall terminate on the effective date of the expulsion. However, suspension or expulsion shall not relieve the member (or former member) of any existing obligations to the corporation.

Section 9. No property Rights/No Withdrawal Value. Membership in the corporation does not constitute an ownership interest in any asset of the corporation at any time. If a membership is terminated for any reason, the corporation shall not be liable for the payment of any amount whatsoever to the member. Each member is received into membership on his or her express agreement to this provision. This provision is not for the purpose of penalizing any person

whose membership shall be forfeited, or otherwise terminated, but rather because no membership will have any real or intrinsic value.

Section 10. Transfer of Memberships. A membership or any right arising from membership may not be transferred to another person without the prior written approval of the Board.

Section 11. Limitations. No individual, organization, or entity shall hold more than one membership in the corporation.

Section 12. Liability of Members. Except as limited by law, no member is liable for the corporation's debts, liabilities, or obligations.

Section 13. Meetings of Members.

- (a) Place of Meetings. Meetings of the members shall be held in any place designated by the Board or by written consent of a majority of the persons entitled to vote at the meeting, given before or after the meeting.
- (b) Annual meeting of Members. An annual meeting of members shall be held at a time and place determined by the Board. At this meeting, any proper business may be transacted, subject to any limitations in law or these bylaws. Written notice of the annual members' meeting shall be given at least 30 days in advance in accordance with the procedures provided in subsections (d) and (e) below.
- (c) Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by (1) the Board, (2) the Chairperson, or (3) 30% of the members.

If a special meeting is called by the members, it shall be by written request, specifying the general nature of the business proposed to be transacted and submitted to the Chairperson of the corporation. The Chairperson shall cause notice to be given promptly to the members entitled to vote. If the Board or Chairperson calls the meeting, the meeting date may be any date for which appropriate notice is given in accordance with subsections (d) and (e) below. If the meeting is called by the members, the meeting date shall be at least thirty-five (35), but not more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice.

- (d) Notice Requirements for Members' Meetings. Written notice of any membership meeting shall be given, in accordance with these bylaws, to each voting member of the corporation. Subject to any additional requirements in law or these bylaws, the notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the corporation (Corporations Code Sections 20 and 21) or electronic video screen communication, if any, by which members may participate in the meeting, and the general nature of the business to be transacted, and no other business may be transacted. The notice of any meeting

at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

- (e) Manner of Giving Notice for Meetings. Except as otherwise provided in these bylaws or by law, notice of any meeting of members shall be shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting.

Notice of a members' meeting shall be given personally, by electronic transmission (Corporations Code sections 20 and 21), or by regular, bulk, or express mail service, addressed to a member at the address of the member appearing on the books of the corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. An affidavit of giving of any notice or report in accordance with the provisions section, executed by the Secretary, shall be prima facie evidence of the giving of the notice or report.

Notice given by electronic transmission by the corporation under this subdivision shall be valid only if it complies with Corporations Code Section 20. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation after either of the following:

- (1) The corporation is unable to deliver two consecutive notices to the member by that means.
- (2) The inability to so deliver the notices to the member becomes known to the Secretary or other person responsible for the giving of the notice.

Section 14. Waiver of Notice or Consent. The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member who is not present in person, signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be

included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

Section 15. Quorum. One-third (1/3) of the voting members shall constitute a quorum for the transaction of business at any meeting of members.

Section 16. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum (or by a greater number if required by law or by the articles of incorporation or these bylaws). Any meeting may be adjourned by a majority of those members in attendance, whether or not a quorum is present.

Section 17. Act of the Members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by law, or by the articles or incorporation or these bylaws.

Section 18. Eligibility to Vote/Number of Votes. Members entitled to vote at any meeting of members shall be all those in good standing as of the date the vote is taken. Each member shall be entitled to one vote at any annual or special meeting of members.

Section 19. Proxies. Proxy voting is not allowed.

Section 20. Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedure.

The Chairperson shall cause a ballot to be distributed to each member in the manner required by Section 13(e). All solicitations of votes by written ballot shall (1) indicate the number of members responding needed to meet the quorum requirement, (2) state the percentage of approvals necessary to pass the action or actions, and (3) specify the time by which the ballot must be received by the corporation in order to be counted.

Each ballot so distributed shall (1) set forth the proposed action, (2) provide an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the corporation.

Action by written ballot shall be valid only when (1) the number of members casting ballots within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

ARTICLE V.

BOARD OF DIRECTORS

Section 1. Powers.

(a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to the general powers set forth in subsection (a) above, but subject to the same limitations, the directors shall have the right to do the following:

- (1) Policies. Adopt policies, rules and procedures for the management and operation of the corporation.
- (2) Administration. Retain an individual employee or consultant, or a management firm, or contract with another entity, to administer the day-to-day activities of the corporation. An individual retained pursuant to this authority shall be known as the Executive Director. The Board may also employ, retain, or authorize the employment of such other employees, independent contractors, agents, accountants, and legal counsel as it from time to time deems necessary or advisable in the interest of the corporation, prescribe their duties and fix their compensation.
- (3) Bonds. May require officers, agents, and employees charged by the corporation with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond.
- (4) Borrowing money. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidences of debt and securities.
- (5) Gifts. Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this corporation.
- (6) Contributions. Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this corporation.

- (7) Fiscal Year. Establish and change the fiscal year of the corporation.
- (8) Seal. Adopt and use a corporate seal provided that the name of the corporation and the state are shown on it. The seal may be affixed to such instruments as the Board shall direct. However, the lack of a corporate seal shall not, by itself, affect the legality of any document executed on behalf of the corporation.
- (9) Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.
- (10) Property. Acquire, construct and possess real, personal, and intellectual property.
- (11) Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.
- (12) Committees. Appoint committees as provided in these bylaws.
- (13) Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

Section 2. Number and Qualification of Directors.

- (a) Number. The Board shall consist of at least eight (8) but no more than eleven (11) directors, the exact number to be determined by resolution of the Board from time to time.
- (b) Qualifications. All directors must be individuals who are voting members of the corporation and who are dedicated to the purposes of this corporation as set forth above.
- (c) Restriction on Interested Persons as Directors. No more than 49% of the persons serving on the Board may be "interested persons". An "interested person" is:
 - (1) any person compensated by CIBA 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 reimbursement paid to an officer or director; and
 - (2) 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 such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3. Election; Term of Office; Term limits. At each annual membership meeting, or annually by written ballot, the voting members shall nominate and elect directors to available positions. The term of office of each director shall be two (2) years and until a successor has been elected and qualified. There shall be no limit on the number of terms a director may serve if he or she remains qualified and elected to the Board. The Board may stagger the terms of the directors using any reasonable method.

Section 4. Removal of Directors. A director may be removed from the Board at any time, with or without cause, by a 2/3 vote of the members at any properly called and noticed membership meeting where a quorum is present.

Section 5. Vacancies on Board.

(a) Events Causing Vacancy. The vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (1) The death or resignation of any director;
- (2) The removal of a director by the members;

(3) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law; or

- (4) The increase of the authorized number of directors.

(b) Resignations. Except as provided below, any director may resign by giving written notice to the Chairperson, the Executive Director, or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly appointed director or directors.

(c) Filling Vacancies. Vacancies on the Board may be filled by a vote of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with these bylaws, or (3) a sole remaining director. The members may elect a director at any time to fill any vacancy not filled by the directors.

Individuals filling a vacancy must meet all qualifications for a director and shall serve until the end of the term of the director whose seat he/she is filling.

(d) No Vacancy on Reduction of Number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 6. Board Meetings.

(a) Annual Meeting. The Board shall hold an annual meeting each year in conjunction with the annual membership meeting for purposes of organization, election of officers, and transaction of other business. Notice of the annual board meeting shall be given in accordance with subsection (c) below.

(b) Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chairperson, the Executive Director, or any two directors. Notice of any special meeting shall be given in accordance with subsection (c) below.

(c) Notice. Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each director at least four (4) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or delivered by telephone (including a voice messaging system), or by electronic transmission by the corporation (Corporations Code Section 20).

Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, postage prepaid, or when received if delivered personally or by telephone, or on its confirmation of delivery if by electronic transmission.

(d) Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(e) Meetings by Telephone or Video Conference or by Electronic Transmission. Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Corporation Code Sections 20 and 21).

Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

(1) Each director participating in the meeting can communicate with all of the other directors concurrently.

(2) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(f) Quorum/Act of the Board. A majority of the voting directors shall constitute a quorum for the transaction of business, except to adjourn. Except as specifically provided in

these bylaws or in the California Nonprofit Public Benefit Corporation Law, every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(g) **Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such 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 need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(h) **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(i) **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four hours. If the original meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

(j) **Board 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 individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings. An action by written consent shall have the same force and effect as a unanimous vote of the directors.

(k) **Voting Power.** For all purposes, the voting power of each voting director shall be one vote.

Section 7. Compensation and Reimbursement. Directors shall not receive compensation for their services on the Board. Directors may receive such reimbursement of expenses as the Board may determine by resolution to be fair and reasonable at the time that the resolution is adopted.

Section 8. Property Rights. No director shall have any property rights in any assets of the corporation.

ARTICLE VI.

OFFICERS

Section 1. Officers of the Corporation. The elected officers of the corporation shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer. All officers must be directors.

Section 2. Election of Officers. The elected officers of the corporation shall be elected by the Board from among its directors at each annual meeting of the Board.

Section 3. Terms of Office; Term Limits. Officers shall serve at the pleasure of the Board for one (1) year terms. There is no limit on the number of terms an officer may serve if he or she is a director and continues to be elected to an officer position by the Board.

Section 4. Removal of Officers. Any elected officer may be removed at any time, with or without cause, by a 2/3 vote of the Board at any properly called meeting where a quorum is present.

Section 5. Resignation of Officers. An officer may resign at any time by giving written notice to the Chairperson or Secretary of CIBA. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a majority vote of the directors present at any annual or special meeting of the Board where a quorum is present. The individual filling a vacant officer position shall serve until the end of the term of the officer whose vacancy he or she is filling.

Section 7. Responsibilities of Officers.

(a) Chairperson. The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no Executive Director or the Executive Director is unable to perform his/her duties, the Chairperson of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the Executive Director of the corporation prescribed by these Bylaws.

(b) Vice-Chairperson. If the Chairperson is absent or disabled, the Vice-Chairperson shall perform all duties of the Chairperson. When so acting, the Vice-Chairperson shall have all powers of and be subject to all restrictions on the Chairperson. The Vice-Chairperson shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) Secretary.

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual or special, and, if special, how authorized, the notice given, and the names of those present at the Board and committee meetings. The Secretary shall keep or

cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and the Bylaws, as amended to date.

(ii) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of its committees required by these Bylaws. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(iii) If both the Chairperson and the Vice-Chairperson are absent or unable to serve, or if there is no Vice-Chairperson and the Chairperson is absent or unable to serve, the Secretary shall perform all the duties of the Chairperson. When so acting, the Secretary shall have all powers of and be subject to all restrictions on the Chairperson.

(d) Treasurer.

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disperse the corporation's funds as the Board may order, shall render to the Chairperson, the Executive Director, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(e) Executive Director. The Executive Director shall be an at-will employee. The Executive Director shall be the chief executive officer and general manager of CIBA and shall manage the corporation's day-to-day activities, affairs, and administration under the direction of the Board. The Executive Director shall keep the Board apprised of significant matters relating to the operation of the corporation, its activities, employees, contractors, and financial condition. The Executive Director shall have such other powers and duties as the Board or the Bylaws may prescribe.

ARTICLE VII.

COMMITTEES

Section 1. Committees of the Board. The Board, by resolution, may create one or more committees of the Board, each consisting of two or more directors *and no persons who are not directors*, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a majority vote of the directors then in office. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Fix compensation of the directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the Board or appoint the members of committees of the Board; or
- (f) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 2. Executive Committee. The Executive Committee shall be a “standing committee of the board” subject to all the rules applicable to “committees of the board” described in this Article. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, and Treasurer who shall be the voting members of the Executive Committee.

The Executive Committee shall have the authority of the Board between Board meetings to make decisions and take actions relative to the operation of the corporation. The Executive Committee shall report any decisions made or actions taken at its meetings to the full Board. The Executive Committee may also develop Board policies for Board approval, may review and recommend to the Board changes to the bylaws and to other operating policies. Without diluting the general authority granted to the Executive Committee by this provision, the Executive Committee shall have final decision-making authority with respect to personnel matters.

Section 3. Elections and Nominations Committee. The Elections and Nominations Committee shall be a “standing committee of the board” subject to all the rules applicable to “committees of the board” described in this Article. The Elections and Nominations Committee shall be charged with administering the process of nominating and electing persons to serve as directors on the Board. In carrying out its duties, this Committee shall strive to insure that the composition of the Board of Directors fairly represents all geographic areas of California.

Section 4. Notice Requirements for Committees of the Board. Written notice requirements for meetings of committees of the Board shall be the same as for Board meetings as described in Article V, Section 6.

Section 5. Quorum for Committees of the Board. A majority of the voting members of any committee of the Board shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

Section 6. Advisory Committees. The Board may also establish advisory committees composed of one or more directors and any number of other interested persons who are not directors. Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority.

Section 7. Meetings by Telephone or Video Conference or by Electronic Transmission. Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner provided for in Article V of these bylaws.

ARTICLE VIII.

LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1. Liability. No volunteer director or officer shall be liable to third parties if the volunteer director or officer has met the requirements for good faith performance of his or her duties prescribed by the California Nonprofit Public Benefit Corporation Law and the corporation has met its duties relative to insurance required by the California Nonprofit Public Benefit Corporation Law.

Section 2. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 3. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 4. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification pursuant to these Bylaws in defending any proceeding covered by such indemnification shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 5. Insurance. The Board shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its directors, officers, and employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director,

officer, or employee in such capacity or arising out of their status as such. Such policy shall meet the requirements set forth in Corporations Code Section 5239.

ARTICLE IX.

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate corporate books and records of account;
- (b) Written minutes of the proceeding of its Board and committees of the Board; and
- (c) A record of each member's and each director's name, address, telephone number, facsimile number, and electronic mail address, if any.

Section 2. Maintenance of Articles and Bylaws. The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.

Section 3. Inspection of Corporate Records. Members and directors shall have the right to inspect the corporation's books, records, and documents to the extent allowed by the California Nonprofit Public Benefit Corporation Law.

Section 4. Annual Report. The Board shall cause an annual report to be sent to directors within 120 days after the end of the corporation's fiscal year. That report should contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any information required by Section 5 of this article.

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

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information

specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

Section 5. Annual Statement of Certain Transactions and Indemnifications.

If any of the following types of transactions or indemnifications occurred during the previous fiscal year, then as part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall prepare and mail or deliver to each director a statement of any such transaction or indemnification within 120 days after the end of the corporation's fiscal year:

- (a) Any transaction:
 - (i) in which the corporation, its parent or its subsidiary was a party,
 - (ii) in which an "interested person" had a direct or indirect material financial interest, and
 - (iii) which involved more than \$50,000, or was one of a number of transactions with the same "interested person" involving, in the aggregate, more than \$50,000.

The statement shall include a brief description of the transaction, the names of "interested persons" involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the "interested person" is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 which were paid during the fiscal year to any officer or director of the corporation.

ARTICLE X.

MISCELLANEOUS

Section 1. Fiscal Year. Unless changed by the Board, the fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 2. Conflicts of Interest. Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual's personal interests and the interests of the corporation. If a Board member or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue.

For purposes of this section and these bylaws, a “conflict of interest” means a situation in which a board or committee member is part of a discussion or decision by the board or a committee which has the potential to financially benefit that board or committee member or a member of that board or committee member’s immediate family. “Immediate family” means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the Chairperson, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

Section 3. Intellectual Property. All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to newsletters, educational, promotional, and training materials, contracts, trade names, logos, service marks, contributor lists, and research results, shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without the prior approval of the Board memorialized in a writing signed by the Chairperson.

Section 4. Required Filings and Disclosures. The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Secretary of State, the Attorney General’s office, the Internal Revenue Service, and the Franchise Tax Board.

Section 5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.

Section 6. Roberts Rules of Order. The rules contained in the current edition of *Roberts Rules of Order* shall govern the meetings of the corporation in all cases to which they are applicable and in which they are not in conflict with the Articles of Incorporation, the Bylaws, or the California Nonprofit Public Benefit Corporation Law.

ARTICLE XI.

AMENDMENTS

Section 1. Amendments. These Bylaws may be amended, or repealed and new bylaws adopted, by a majority vote of the Board at any properly called meeting where a quorum is present.

However, approval of the voting members is also required for any amendment or for new bylaws that would:

- (a) Materially and adversely affect the members' rights as to voting or dissolution;
- (b) Effect an exchange, reclassification, or cancellation of all or part of the memberships;
- (c) Authorize a new class of membership;
- (d) Change the number of authorized directors;
- (e) Change from a fixed number of directors to a variable number of directors, or vice versa;
- (f) Increase or extend the terms of directors;
- (g) Allow any director to hold office by designation or selection rather than by election by the members;
- (h) Increase the quorum for members' meetings; or
- (i) Repeal, restrict, create, expand, or otherwise change proxy rights.

All proposed bylaw amendments or new bylaws must be sent to all directors and/or members eligible to vote on such amendments or new bylaws at least ten (10) days prior to the meeting at which the amendments or new bylaws will be discussed and voted on (or 10 days prior to the deadline for returning any ballot if approval is requested pursuant to written ballot).

ARTICLE XII.

DISSOLUTION

Section 1. Voluntary Dissolution by Vote. The corporation may be dissolved at any time by a 2/3 vote of the voting members at a properly called and noticed meeting where a quorum is present. If the membership votes in favor of dissolution, the directors shall promptly cease operations and proceed to dissolve the corporation.

Section 2. Remaining Assets. Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the CALIFORNIA INDIAN BASKETWEAVERS ASSOCIATION, a California nonprofit public benefit corporation, that the above Bylaws, consisting of 21 typewritten pages including this page, are the Bylaws of this corporation as adopted by the Board of Directors on September 8, 2009, and approved by the membership on November 18, 2009, and that they have not been amended or modified since that date.

Executed on the _____ day of _____, 2009 at
_____, California.

_____, Secretary