

AMENDED AND RESTATED BYLAWS
of
CAMP UNALAYEE ASSOCIATION,
A California Nonprofit Public Benefit Corporation

Amended and Restated as of _____, 2012

ARTICLE 1: NAME; OFFICES

SECTION 1.1 NAME

The name of the Corporation (the "Corporation") is "Camp Unalayee Association".

SECTION 1.2 PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located at 3921 East Bayshore Road, Palo Alto, California, 94303 in Santa Clara County, California.

SECTION 1.3 CHANGE OF ADDRESS

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

Address: _____

Effective Date: _____

SECTION 1.4 OTHER OFFICES

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

ARTICLE 2: PURPOSES

SECTION 2.1 OBJECTIVES AND PURPOSES

The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated in the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), including the maintenance and operation of a camp in California where youth from different racial, religious and economic backgrounds may meet on a common level ("Camp Unalayee").

ARTICLE 3: DIRECTORS

SECTION 3.1 GENERAL POWERS

Except as otherwise provided for in the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation and these Bylaws, the business, activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors of the Corporation (the “Board” or the “Board of Directors”).

SECTION 3.2 SPECIFIC POWERS

Without prejudice to their general powers, the Directors shall have the power to:

- (a) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the powers and duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- (b) Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- (c) Meet at such times and places as required by these Bylaws; and
- (d) 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, hypothecations, and other evidences of debt.

SECTION 3.3 NUMBER OF DIRECTORS

The Board of Directors shall consist of at least six (6), but no more than twelve (12) directors (each, a “Director”), unless changed by amendment of these Bylaws, or by repeal of these Bylaws and adoption of a new Bylaws, as provided in these Bylaws. Within these limits, the exact number of Directors may be determined by the Board of Directors from time to time.

SECTION 3.4 APPOINTMENT; TERM OF OFFICE

Directors shall be nominated and elected by a majority vote of the Board of Directors at the Annual Meeting. Except in circumstances where a Director resigns, is medically fragile, deceased or is otherwise removed, each Director shall serve until the next Annual Meeting or until his or her successor is elected.

SECTION 3.5 REMOVAL

If a Director fails to attend more than (i) three (3) consecutive meetings of the Board of Directors or (ii) one-half (½) of all meetings of the Board of Directors in a calendar year, provided that such meetings were properly called and noticed pursuant to the provisions of these Bylaws, then such Director may be removed from the Board of Directors by the vote of at least a majority of the Directors present at a properly held meeting of the Board of Directors. Notwithstanding the foregoing, any Director may be removed, with or without cause, by the vote of at least a majority of the Directors present at a properly held meeting of the Board of Directors.

SECTION 3.6 VACANCIES; RESIGNATION

(a) Vacancies.

(i) Vacancies on the Board of Directors shall be deemed to exist at the occurrence of any of the following: (1) the death, resignation, or removal of any Director, (2) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Section 5231 of the California Corporations Code and following of the California Nonprofit Corporation Law, (3) the increase in the authorized number of Directors, and (4) the failure of the Board of Directors, at any meeting at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at that meeting.

(ii) Vacancies on the Board of Directors may be filled by the vote of a majority of the Directors at a meeting of the Board of Directors at which a quorum is present, or if the number of Directors then in office is less than a quorum, (i) by the unanimous written consent of the Directors then in office, (b) by the vote of a majority of the Directors then in office at a meeting held pursuant to notice in compliance with the provisions of these Bylaws or (c) by action of a sole remaining Director. A person elected to fill a vacancy as provided by this Section 3.6 shall hold office until the next Annual Meeting or until his or her successor is elected.

(b) Resignation. Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Notwithstanding anything to the contrary in the foregoing, no Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

SECTION 3.7 COMPENSATION OF DIRECTORS

Directors shall serve without compensation. The Board may authorize the (a) reimbursement of actual reasonable expenses incurred by a Director in carrying out his or her duties, and (b) the advance of money for reasonable expenses that are reasonably anticipated to be incurred by a Director in carrying out his or her duties, provided that in the absence of such advance such Director would be entitled to be reimbursed for such expenses by the Corporation.

SECTION 3.8 RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. For purposes of this Section 3.8, an “interested person” is:

(a) Any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise;

(b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and

(c) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in clauses (a) or (b) above.

Any violation of the provisions of this Section 3.8 shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

SECTION 3.9 PLACE OF MEETINGS

Regular Meetings of the Board of Directors may be held at any place within or without the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, Regular Meetings shall be held at the principal office of the Corporation. Special Meetings of the Board shall be held at any place within or without the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 3.9, a Regular Meeting or a Special Meeting of the Board of Directors may be held at any place consented to in writing by all Board members, either before or after the meeting.

Any meeting, whether a Regular Meeting or a Special Meeting, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meetings through use of communications equipment constitutes presence in person at that meeting if all of the following apply:

(a) Each Director participating in the meeting can communicate with all of the other Directors concurrently;

(b) Each Director is provided the means of participating in all matters before the Board of Directors, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and

(c) The Corporation adopts and implements some means of verifying:

(i) that all persons participating in the meeting are Directors of the Corporation or are otherwise entitled to participate in the meeting, and

(ii) that all actions of, or votes by, the Board of Directors are taken and cast only by Directors and not by persons who are not Directors.

SECTION 3.10 REGULAR AND ANNUAL MEETINGS

(a) Regular Meetings.

(i) Regular meetings of the Board of Directors shall be held monthly, except in the months of July and August, at such time and place as determined by the Board of Directors at the Annual Meeting in the preceding calendar year (each, a “Regular Meeting”). If the date for a Regular Meeting falls on a legal holiday, such meeting shall be held at the same time and place on the next business day. The date and time of the Regular Meetings may be changed at any time by the vote of a majority of the Board of Directors.

(ii) A majority of Directors present at any Regular Meeting may change the date and time of any upcoming Regular Meeting(s), provided that notice of such change is given to all Directors in accordance with the provisions applicable to Special Meetings set forth in Section 3.12.

(iii) The Board of Directors may agree by majority vote of the Board of Directors at any properly held meeting to attend an annual retreat (the “Annual Board Retreat”) and to substitute such Annual Board Retreat for the Regular Meeting that would have otherwise occurred in such month.

(b) Annual Meeting. The Board of Directors shall hold an annual meeting in January (the “Annual Meeting”) at such time and place designed by the Board of Directors for purposes of electing directors and officers, designating committees and transacting regular business. The Annual Meeting shall be immediately followed by a Regular Meeting.

SECTION 3.11 SPECIAL MEETINGS

Special meetings of the Board of Directors (“Special Meetings”) may be called by the President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation. Notice of Special Meetings shall be in accordance with Section 3.12.

SECTION 3.12 NOTICE OF MEETINGS

(a) Notice of Regular Meetings. Subject to the provisions of Section 3.10, Regular Meetings of the Board of Directors may be held without notice.

(b) Notice of Special Meetings. Special meetings of the Board of Directors shall be held upon four (4) days’ notice by first-class mail or forty-eight (48) hours’ notice delivered personally or by telephone, facsimile or e-mail. Notice shall be directed to each Director at the Director’s mailing address, e-mail address, or facsimile number as it appears in the records of the Corporation. If sent by e-mail or facsimile, then the notice shall be deemed to be delivered in the following circumstances: (i) by e-mail, if an e-mail is sent and not returned as undeliverable, and (ii) by facsimile, if the facsimile transmission indicates the facsimile was accepted by either the sending or receiving facsimile machine. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. It is each Director’s responsibility to keep the Secretary informed of changes to his or her mailing and email addresses and telephone and facsimile numbers.

(c) Contents of Notice. Notice of meetings of the Board of Directors not herein dispensed with shall specify the place, date, and time of the meeting. The purpose of any such meeting need not be specified in the notice.

(d) Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such

waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

SECTION 3.13 QUORUM FOR MEETINGS; ADJOURNMENT

At all meetings of the Board of Directors, a quorum for the transaction of business shall be based on the current number of authorized Directors: If such number is even, one-half of such number shall constitute a quorum for the transaction of business; if such number is odd, one-half of such number plus one-half of one shall constitute a quorum for the transaction of business.

Except as otherwise provided in these Bylaws or the Articles of Incorporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum, as defined here, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. 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 (24) hours. If the original meeting is adjourned for more than twenty four (24) 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. This notice may be waived in the same manner as set forth in Section 3.12.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or these Bylaws.

SECTION 3.14 MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws, or provisions of the California Nonprofit Public Benefit Corporation Law, require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 3.15 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the Secretary of the Corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

SECTION 3.16 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. For the purposes of this Section 3.16 only, “all members of the Board of Directors” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Such written consent may be furnished by electronic transmission in accordance with Section 13.2 of these Bylaws.

SECTION 3.17 NO LIABILITY OF DIRECTORS

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

SECTION 3.18 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by the Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of the Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Public Benefit Corporation Law has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 3.19 INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4: OFFICERS

SECTION 4.1 NUMBER OF OFFICERS

The officers of the Corporation (the “Officers”) shall be the following: President, Secretary and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 4.3. Officers need not be Directors. One person may hold two or more offices, except those of President and Secretary, and President and Treasurer.

SECTION 4.2 ELECTION OF OFFICERS; TERM OF OFFICE

The Officers of the Corporation, except those appointed in accordance with Section 4.3, shall be chosen by the Board of Directors at any time, and each Officer shall hold office 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 4.3 SUBORDINATE OFFICERS

The Board of Directors may appoint, and may authorize the President or any other Officer to appoint, such other Officers or agents as it may deem desirable, and such officers shall have such title, serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4.4 REMOVAL AND RESIGNATION OF OFFICERS

Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors, at any Regular or Special Meeting of the Board or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The foregoing provisions of this Section 4.4 shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

SECTION 4.5 VACANCIES IN OFFICE

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled in the manner prescribed in these Bylaws for regular appointments to office. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in offices created at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

SECTION 4.6 DUTIES OF 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 perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 4.7 DUTIES OF SECRETARY

The Secretary shall attend to the following:

(a) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, recording therein 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;

(b) Instruments. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Secretary shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors

(c) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws to be given. In general, the Secretary shall perform all duties incident to the office of secretary, subject to the control of the Board of Directors, and perform such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 4.8 DUTIES OF TREASURER

Subject to the provisions of these Bylaws in Article 6, the Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

(a) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositors as may be designated by the Board of Directors; shall disburse funds of the Corporation as may be

ordered by the Board of Directors; and shall render to the President and the Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation.

(c) Bond. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office.

(d) General Duties. In general, the Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors, and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 4.9 COMPENSATION OF OFFICERS

Officers shall not receive compensation for their service. The Board may authorize the (a) reimbursement of actual reasonable expenses incurred by an Officer in carrying out his or her duties, and (b) the advance of money for reasonable expenses that are reasonably anticipated to be incurred by an Officer in carrying out his or her duties, provided that in the absence of such advance such Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 5: COMMITTEES

SECTION 5.1 COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two or more Directors, and then only of Directors, to serve at the pleasure of the Board of Directors. Any member of any committee may be removed, with or without cause, at any time by the Board of Directors. Any committee, to the extent provided in the resolution of the Board of Directors, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;
- (b) Amend or repeal the Articles of Incorporation or Bylaws of the Corporation or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board of Directors;
- (d) Designate other committees of the Board of Directors or appoint the members of any committee; or
- (e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest or (ii) between the Corporation and one or more Directors or between the Corporation and any corporation or firm in which one or more of its

Directors has a material financial interest.

SECTION 5.2 EXECUTIVE COMMITTEE OF THE BOARD

The Board of Directors may, by a majority vote of the Board of Directors, designate two (2) or more of its members (who may also be serving as officers of the Corporation) and the President to constitute an executive committee of the Board of Directors and delegate to such committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation; provided, however, that the executive committee shall not have the authority of the Board of Directors in reference to those matters enumerated in Section 5.1.

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

SECTION 5.3 ADVISORY COMMITTEES

The Board of Directors may establish one or more advisory committees by resolution of the Board of Directors. Advisory committees may consist of persons who are not members of the Board of Directors. Advisory committees shall act in an advisory capacity only to the Board of Directors and shall be clearly titled as “advisory” committees. Advisory committees may not exercise the authority of the Board of Directors to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board’s authorized representatives and to implementing Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board.

SECTION 5.4 MEETINGS AND ACTION OF COMMITTEES

The Board of Directors may adopt rules for any committee to the extent that such rules are not inconsistent with the provisions of these Bylaws.

ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 6.1 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 6.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 6.3 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 6.4 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 the Corporation.

ARTICLE 7: CORPORATE RECORDS AND REPORTS

SECTION 7.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Directors and committees of the Board of Directors, 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;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 7.2 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.

SECTION 7.3 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 7.4 ANNUAL REPORT

The President shall furnish or cause to be furnished a written annual report not later than 120 days after the close of the Corporation's fiscal year to all Directors, which report shall contain the

following information in appropriate detail:

- (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, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any transaction during the previous fiscal year involving more than \$50,000 in which the Corporation (or its parent or subsidiaries, if any) was a party and in which any director or officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; and
- (f) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of the Corporation pursuant to Section 3.18 of these Bylaws, unless such indemnification has already been approved pursuant to Section 3.18.

For each transaction, the report must disclose the name of the interested person involved in such transaction and state such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. Such report may be furnished to the directors by electronic transmission in accordance with Section 13.2 of these Bylaws.

SECTION 7.5 FINANCIAL AUDIT

The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any such financial audit that is required shall comply with the California Nonprofit Corporations Law and shall be distributed in accordance with the provisions thereof.

ARTICLE 8: FISCAL YEAR

SECTION 8.1 FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on October 1 and end on September 30.

ARTICLE 9: CONFLICT OF INTEREST

SECTION 9.1 CONTRACTS WITH DIRECTORS AND OFFICERS

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section 9.1 do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

SECTION 9.2 LOANS TO DIRECTORS AND OFFICERS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for reasonable expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 10: AMENDMENTS OF BYLAWS

SECTION 10.1 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of California public benefit nonprofit corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the Board of Directors, except as otherwise provided by law; provided, however, that a bylaw specifying or changing the fixed number of Directors of the Corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board of Directors or vice versa, may not be adopted, amended, or repealed without the unanimous approval of the Board of Directors.

ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 11.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, Officer, employee, or other person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prevent payment to any such person 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.

ARTICLE 12: NO MEMBERS

SECTION 12.1 NO MEMBERS

The Corporation shall not have voting members within the meaning of the California Nonprofit Corporation Law. All rights which would otherwise vest under the California Nonprofit Corporations Law in the members shall vest in the Board of Directors.

The Board of Directors may admit nonvoting members of one or more classes having such rights as obligations as the Board shall deem appropriate from time to time, including the right to serve on an advisory committee. For example, the Board of Directors may offer honorary “membership” to any person who pays annual dues to the Corporation; provided, however, that such persons shall not have any voting rights and shall not be members within the meaning of the California Nonprofit Corporation Law.

ARTICLE 13: CONSTRUCTION AND DEFINITIONS

SECTION 13.1 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

SECTION 13.2 ELECTRONIC TRANSMISSION

Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written”, and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Camp Unalayee Association, a California nonprofit public benefit corporation (the "Corporation"); and
2. That the foregoing Bylaws, comprising of ___ pages, do now constitute the Bylaws of said Corporation as duly adopted by action of the Board of Directors as of _____, 2012.

IN WITNESS WHEREOF, I have executed this Certificate to be effective as of _____, 2012.

Name:
Secretary