

BYLAWS OF GOLDEN CRANE SENIOR CENTER
A California Public Benefit Corporation

ARTICLE I NAME AND OFFICE

SECTION 1.1 NAME The name of the Corporation shall be **Golden Crane Senior Center**.

SECTION 1.2 PRINCIPAL OFFICE The principal office of the Corporation for the transaction of its business is located in Contra Costa County, California.

ARTICLE II PURPOSES

SECTION 2.1 The purposes of the Corporation shall be to promote the health and well being of seniors through art, culture, physical fitness, education and to promote public understanding of the Chinese culture.

SECTION 2.2 Such purposes for which this Corporation is organized are exclusively charitable within the meaning of SECTION 501(C) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities to an extent as would result in the loss of its exemption from federal income tax under SECTION 501(C) (3) of the Code, or by a Corporation contributions to which are deductible under SECTION 170 (C) (3) of the Code of the corresponding provision of any future Internal Revenue law.

SECTION 2.3 The Corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate, nor shall it have power, to distribute gains, profits or dividends to its directors, officers or any other private individual. The property, assets, profits, and net income of this Corporation are dedicated irrevocably to the purposes set forth in Sections 2.1 and 2.2 above, and no part of the profits or net income of this Corporation shall ever inure to the benefit of any director, officer, or any other private individual. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, otherwise attempting to influence legislation, or participating in any political campaign on behalf of any candidate for public office.

ARTICLE III DIRECTORS

SECTION 3.1 NUMBER The Board shall consist of not less than five (5) directors and no more than fifteen (15).

SECTION 3.2 COMPENSATION The Board of Directors will serve without compensation. In the event the board asks a director to incur an expense, the director will be reimbursed.

SECTION 3.3 SELECTION AND TERM OF OFFICE A nominating committee of the board nominates candidates and the board of directors elects all new members. Directors shall be elected for one of three types of terms: three years, two years, or one year. At a minimum, two thirds (2/3) of the board

shall be elected for two and three year terms, and one third (1/3) of the board shall be elected for one year terms.

SECTION 3.4 RESIGNATION Any Director may resign effective upon giving written notice to the Chairman of the board, the Secretary, or the Board unless the notice specifies a later time for the date of effectiveness for such resignation. Any vacancy created by a resignation shall be filled in accordance with the provisions of Section 3.6.

SECTION 3.5 REMOVAL A director may be removed by two thirds (2/3) vote of the Board at a meeting where a quorum of the Board is present. Removal from the Board for just cause shall include inappropriate conduct that discredits the Corporation, conduct which causes liability for the corporation and the entire Board, unwillingness to carry out fiduciary responsibilities, engaging in any conflict of interest or actions that are disloyal to the Corporation.

SECTION 3.6 VACANCIES Vacancies shall deem to exist in the case of death, resignation, removal, or increase of authorized number of directors. The Chairman of the Board shall appoint an individual to serve the unexpired term upon the Board's ratification. The newly appointed Director shall serve the remaining term.

SECTION 3.7 BOARD MEETINGS

- A.** Location. The annual and regular meetings of the Board shall be held at the principal office of the Corporation or at such other place as from time to time shall be designated by the Board.
- B.** Notice of meetings. The notice of the time, place, and agenda for each meeting of the board shall be given to every board member by first class U.S. Mail, postage paid, at least seven days before the date of the meeting.
- C.** Conduct of Meetings. The Board of Directors shall conduct its business in accordance with Roberts Rules of Order for Parliamentary Procedure. Meetings shall be conducted with members present in the room. Participation by conference call is not permitted.
- D.** Annual Meeting. The annual meeting of the board shall be held in the month of January at a date and time set by the Board.
- E.** Regular meetings. The Board of Directors shall convene no less than once each quarter at dates and times to be arranged by the Board.
- F.** Special Meetings. Special meetings may be called by the Chairman or at the request of any three (3) directors by notice mailed to each member of the Board along with an agenda which includes all written memoranda on anything which requires a decision not less than seven days before meetings. No other business shall be discussed at a special meeting except the reason for the meeting.
- G.** Quorum. A quorum shall consist of a majority of the entire Board. All decisions will be made by majority vote of those present at a meeting at which a quorum is present. A meeting at which a quorum is established may continue to transact business notwithstanding the withdrawal of other directors.
- H.** Voting. There shall be no proxy voting. The majority of the quorum present and voting will decide all votes except those requiring two thirds (2/3) vote. A two thirds (2/3) vote is required to adopt any motion that:
 - (1) Suspends or modifies a rule of order previously adopted.
 - (2) Prevents a motion for being introduced.
 - (3) Closes, limits, or extends limits of debate
 - (4) Closes nomination or otherwise limits freedom of nominating or voting
 - (5) Recommends removal from the board or removal from office.

SECTION 3.8 RIGHTS OF INSPECTION At any reasonable time every Director shall have the absolute right to inspect and copy any books, records, and documents of every kind and to inspect the physical properties of this Corporation.

ARTICLE IV POWERS OF THE BOARD

SECTION 4.1 POWERS OF THE BOARD Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and the affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction or delegation of the Board.

SECTION 4.2 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.

ARTICLE V COMMITTEES

SECTION 5.1 COMMITTEES OF THE BOARD The Board shall have such standing, ad hoc, and special committees as may be established from time to time by the Board.

- A. Appointments. The Chairman and members of all committees shall be appointed by the Chairman of the board, subject to the approval of the Board. Appointments to committees may include members of the Board as well as non-board individuals, subject to the approval of the Board. The term of any committee shall be set at the time of its appointment. The Chairman of the board is an ex officio member of any committee.
- B. Committee Meetings. Each committee shall meet as often as necessary to perform its duties at the time and place set by its chair. All committees shall conduct their meetings in accordance with Roberts Rules of Orders. A majority of the members of the committee shall constitute a quorum for a meeting of the committee.
- C. Requirements and limitations of Committees. All committees shall submit periodic reports of activities to the Board of Directors. The Authority of any committee shall be delegated by the board except that no committee may:
 - (1) fill vacancies on any committee
 - (2) fix compensation of the directors for servicing on the board or for serving on the committee
 - (3) amend or repeal Bylaws or adopt new Bylaws
 - (4) amend or repeal any resolution of the Board
 - (5) create any other committees of the Board
 - (6) approve any contract or transaction to which the Corporation is a party and in which one or more of its directors, officers, employees or agents has a material financial interest

ARTICLE VI OFFICERS

SECTION 6.1 PRINCIPAL OFFICERS. The officers of the Corporation shall be Chairman of the Board, Vice-Chairman, Secretary, and Treasurer. All principal officers must be members of the Board.

SECTION 6.2 ELECTION, AND TERM OF OFFICE The Board at its annual meeting shall elect all principal officers. A term of office is for one year and officers may be elected for no more than two consecutive years.

SECTION 6.3 NOMINATIONS Nominations for the annual slate of officers shall be presented by the nominating committee. In addition, individual officers or a slate of officers may be nominated from the floor. The Secretary is in charge of ballots. Voting shall be by written ballot and then announced by the Secretary.

SECTION 6.4 REMOVAL AND RESIGNATION Any officer may be removed for cause by two thirds (2/3) vote of the Board of Directors at a meeting where a quorum of the board is present. Reasons for cause are delineated in Article III Section 3.5. Any officer may resign effective upon giving written notice to the Chairman of the board, the Secretary, or the Board unless the notice specifies a later time for the date of effectiveness for such resignation. Any vacancies caused by removal or by a resignation or inability to perform the duties of the office shall be filled in accordance with the provisions of Article III, Section 3.6.

SECTION 6.5 RESPONSIBILITIES OF PRINCIPAL OFFICERS

- A. CHAIRMAN OF THE BOARD** The Chairman shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, direct the affairs of the Corporation. The Chairman shall preside at all meetings of the Board and shall prepare or cause to be prepared an agenda for all meetings of the Board. Except as otherwise expressly provided by law, as authorized by the Board of Directors, the Chairman shall in the name of the Corporation execute such deeds, mortgages, leases, contracts, checks, or other instruments. The Chairman of the Board at the direction of the Board shall serve as the Corporation's chief spokesperson. The Chairman shall be notified of all committee meetings and shall have a right to attend any committee meeting without the right to vote.
- B. VICE CHAIRMAN** In the absence of the Chairman, or in the event of his or her inability to serve, the Vice Chairman as authorized by the Board shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairman.
- C. SECRETARY** The Secretary shall attend to the following:
- (1) Prepare or cause to be prepared an accurate record of all meetings of the Board including all motions and resolutions approved by the Board.
 - (2) Keep at the principal office of the Corporation or in a safety deposit box, original copies of these Bylaws and all amendments to them, the minutes of all meetings of the directors, the original copies of the Articles of Incorporation and all the amendments to them, and the original copy of the Corporation's state and federal tax exemption rulings.
 - (3) Be custodian of the Corporation's records and legal documents that have been executed on behalf of the Corporation.

- (4) Exhibit at all reasonable times to any director of the Corporation upon written request the copies of Corporation books, records, and documents, and the minutes of the proceedings of the directors of the Corporation.
- (5) Perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

D. TREASURER The Treasurer shall attend to the following:

- (1) Shall prepare or cause to be prepared an adequate and correct budget for the Board's approval annually. Shall insure all funds and securities of the Corporation are deposited in the name of the Corporation and in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (2) Shall prepare or cause to be prepared for the Board's review periodic reports of the financial condition of the Corporation, including operating expenditures and revenue.
- (3) As approved and directed by the Board of Directors disburse or cause to be disbursed the funds of the Corporation taking proper vouchers for such disbursement.
- (4) Exhibit at all reasonable times to any director of the Corporation upon written request the copies of financial books, records, and documents to the directors of the Corporation.
- (5) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VII LIMITATION ON SELF-DEALING AND CONFLICT OF INTEREST POLICY

SECTION 7.1 The Board of Directors as a matter of policy will not make decisions that appear to benefit the personal financial interests of directors, officers, employees or agents, outside the ordinary course of the Corporation's relationship with such individuals. If, however, a Director has a material financial interest in a transaction to which the Corporation is a party and must consider, before any part of the transaction is consummated the Corporation shall follow those guidelines set forth in Section 5233 of California nonprofit corporate Law, or alternative procedures provided in the Corporation Law as may be deemed appropriate.

SECTION 7.2 The members of the Board of directors, officers, or employees of the Corporation shall avoid conflicts of interest and any conduct which may suggest the appearance of impropriety in the management and disbursement of funds. The Board shall adopt and adhere to a conflict of interest policy that incorporates the provisions of section 5233 of California nonprofit corporate law.

SECTION 7.3 If a potential conflict of interest arise the board members, officers, or employees must disclose the potential conflict to the board of directors. Further they shall not vote on nor participate in the deliberations of the board on any subject for which they have a conflict of interest.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

SECTION 8.1 INDEMNIFICATION To the fullest extent permitted by law, this Corporation may indemnify and hold harmless any person who was or is a threatened, pending or completed action, suit or proceeding (civil, criminal, administrative or investigate) by reason of the fact that such person is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a member, director, trustee, officer, employee or agent of another Corporation (domestic or foreign, nonprofit or for-profit), partnership, joint venture, trust or other enterprise. The foregoing right of indemnification shall (a) not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law, (b) continue as to a person who has ceased to be a director, officer, employee or agent of this Corporation, and (c) insure to the benefit of the estate, executor, administrator, heirs, legatees or devisee of any such person. This Corporation may pay expenses, including attorney fees incurred in defending any action, suit, expenses or proceeding referred to in Article VI, in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case and as permitted by law.

SECTION 8.2 INSURANCE This Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this Corporation, or is or was serving, at the request of this Corporation, as a member, director, trustee, officer, employee or agent of another Corporation (domestic or foreign, nonprofit or for-profit), partnership, joint venture, trust or other enterprise, insuring such person against any liability asserted against him or her and incurred in any such capacity, whether or not the Corporation would be required or would have the power to indemnify such person against such liability, under this Article VI, or otherwise.

ARTICLE IX AMENDMENTS

SECTION 9.1 AMENDMENT Subject to any limiting provisions of law or these Bylaws, these Bylaws may be amended only by the affirmative vote of a majority of the directors, present at a meeting of the Board, at which a quorum is present, provided notice shall have been mailed to each member of the Board at least ten (10) days prior to the meeting and provided, further, that such written notice shall fully present the proposed amendments.