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June 26, 1987

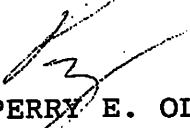
Mr. Mike Jordan
Bank of America
567 Main Street
Watsonville, CA 95076

Re: Rotary

Dear Mike:

Please find enclosed a copy of the bylaws of the Watsonville Rotary Endowment which I am sending you for your records. If you need anything further, please let me know.

Very truly yours,


PERRY E. OLSEN
Attorney at Law

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BYLAWS
OF
WATSONVILLE ROTARY ENDOWMENT

I

Principal Office

The principal office for the transaction of the business of the corporation is fixed and located at Watsonville, Santa Cruz County, California. The Board of Trustees may at any time or from time to time change the location of the principal office from one location to another in this county.

II

Membership

Section 1. Membership.

The Members of this corporation shall be the persons who from time to time are members of, and entitled to a vote as the Board of Directors of the Rotary Club of Watsonville.

Section 2. Voting and Other Rights of Members.

Each Member of this corporation shall be entitled to one vote.

Section 3. Annual Meeting.

The annual meeting of the Members of this corporation

shall be held in June of each year at the time and place of the regular meeting of the Rotary Club of Watsonville's Board of Directors, or at any other time and place determined by a resolution of the Board of Trustees. No notice of any such annual meeting need be given if it is held in June at the time and place of the regular meeting of the Rotary Club of Watsonville's Board of Directors; otherwise written notice of the time and place of the annual meeting shall be sent to each Member by mail, charges prepaid, addressed to him at his address as it is shown on the records of the corporation. Any notice shall be mailed or delivered at least five days before the date of the meeting.

Section 4. Special Meetings.

Special meetings of the Members of the corporation for any purpose or purposes may be called at any time by the President of the corporation or by any two Trustees.

Written notice of the time and place of special meetings of the Members shall be given in the same manner as for annual meetings of the Members.

Section 5. Quorum.

A quorum for any meeting of the Members shall be one-third of the Members.

Section 6. Liabilities of Members.

No person who is now, or who later becomes, a Member of

~~of this corporation~~ shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

III

Board of Trustees

Section 1. Number of Trustees.

The Board of Trustees shall consist of all the Members of the corporation.

Section 2. Quorum.

A majority of the Trustees shall constitute a quorum for the transaction of business.

Section 3. Powers of Trustees.

Subject to limitations of the Articles of Incorporation, other sections of the bylaws, and of California law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Trustees. Without limiting the general powers, the Trustees shall have the following powers:

(a) To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles

of Incorporation, or the bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the bylaws.

(c) To borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

Section 4. Place of Meeting.

Regular meetings of the Board of Trustees shall be held at any place, within or without the state, that has been designated from time to time by resolution of the Trustees or by written consent of all the Trustees. In the absence of this designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Trustees may be held either at a place designated or at the principal office.

Section 5. Time of Meeting.

The regular meetings of the Trustees shall be held quarterly annually on a day determined by the Trustees, provided that this day may be changed by arrangement one month in advance for good cause.

Special meetings of the Trustees shall be called by the President, whenever deemed necessary or upon the request of two Trustees, due notice having been given.

The transactions of any meeting of the Trustees, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Trustees not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Action Without a Meeting.

Any action by the Trustees may be taken without a meeting if all Trustees, individually or collectively, consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees.

Section 7. Compensation.

The Trustees shall receive no compensation for their services as Trustees.

Section 8. Honorary Members of Board of Trustees.

The Board of Trustees may select, at its discretion, as many Honorary Trustees as it desires. Honorary Trustees shall not be entitled to vote, hold office, or exercise any of the powers of the Trustees.

IV

Officers

Section 1. Officers.

The officers of this corporation shall be a President, Vice President, Treasurer, and Secretary, who shall be the duly elected President, Vice President, Treasurer, and Secretary, from time to time, of the Rotary Club of Watsonville; and such other officers as the Trustees may appoint.

Section 2. President.

Subject to the control of the Trustees, the President shall have general supervision, direction, and control of the business and affairs of the corporation. He shall preside at all meetings of the Members and Trustees, and shall have such other powers and duties as may be prescribed from time to time by the Trustees.

Section 3. Vice President and Treasurer.

In the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Trustees.

The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Trustees. Those funds shall

be paid out only on checks of the corporation signed by any two officers, which must include, as one of the required signatures, the signature of the President, Vice President, Treasurer, or Secretary. The Vice President and Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Trustees.

Section 4. Secretary.

The Secretary shall keep a full and complete record of the proceedings of the Board of Trustees, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Trustees.

V

Amendment of Bylaws

These bylaws may be amended or repealed and new bylaws adopted by the vote of a majority of the Trustees at any Trustees' meeting, except that a bylaw fixing or changing the number and the method of selection of Trustees may be adopted, amended, or repealed only by the vote or written consent of a majority of the Members of the corporation or the vote of a

majority of a quorum at a meeting of the Members called for that purpose and which is the vote of the majority of those present voting.

VI

Miscellaneous

The President, or the Vice President, Treasurer and the Secretary, or such other officers as the Trustees may select for that purpose, are authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority granted in these bylaws to the officers to vote or represent this corporation arising from any voting securities held by this corporation in any other corporation or corporations may be exercised either by the officers in person or by any person authorized so to do by proxy or power of attorney duly executed by the officers.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Watsonville Rotary Endowment, a California nonprofit corporation, and that the foregoing bylaws comprising nine (9) pages, including the page signed by me as Secretary, constitute the bylaws of said corporation as:

duly adopted at a meeting of the Board of Trustees thereof
duly held on .1979.

Secretary