



BYLAWS

DEL MAR COMMUNITY CONNECTIONS

A 501(c)(3) CALIFORNIA PUBLIC BENEFIT CORPORATION

INCORPORATED AUGUST 2000

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**BYLAWS
OF**

DEL MAR COMMUNITY CONNECTIONS

A CALIFORNIA PUBLIC BENEFIT CORPORATION

**ARTICLE 1
OFFICES**

SECTION 1.1 PRINCIPAL OFFICE

The principal office of Del Mar Community Connections corporation (hereafter, the "Corporation" or "DMCC") for the transaction of its business is located in San Diego County, California.

SECTION 1.2 CHANGE OF ADDRESS

The county of the Corporation's principal office can 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:

_____	Dated: _____, 20__
_____	Dated: _____, 20__
_____	Dated: _____, 20__

SECTION 1.3 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 primary objectives and purposes of this corporation relate to the City of Del Mar and shall be:

1. To enhance community life in Del Mar by offering programs and services that promote the independence and well-being of seniors and residents with special needs.
2. To facilitate door to door transportation for medical appointments, pharmacy, shopping and related services.
3. To provide stimulating programs that address current events and health, financial and legal issues.
4. To sponsor social events which bring seniors together and are of community interest.

**ARTICLE 3
DIRECTORS**

SECTION 3.1 NUMBER

The corporation shall have no more than twenty-one (21) Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 3.2 POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, (hereafter, the "Board" or the "Directors").

SECTION 3.3 DUTIES

It shall be the duty of the Directors to:

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

SECTION 3.4 TERMS OF OFFICE

Except as otherwise provided in these Bylaws each Director shall hold office for three (3) years and until her or his successor is elected and qualifies. The Initial Directors of the Corporation shall hold office until their successors are elected at the first annual regular meeting of the Directors. Six (6) of the Directors elected at the first annual meeting shall hold office for initial terms of two (2) years. The remaining Directors elected at the first annual meeting shall hold office for terms of three (3) years. The Board shall select by agreement the Directors who shall hold office for an initial term of two years. No person shall serve as a Director for more than two (2) consecutive three (3) year terms of office.

SECTION 3.5 COMPENSATION

Except as hereinafter provided, Directors shall serve without compensation. However Directors shall be advanced or reimbursed actual and necessary expenses incurred in performing duties on behalf of the Corporation. Directors shall not be compensated for rendering services to the corporation in any other capacity unless such compensation is reasonable and has been approved by the Board and is not in conflict with Section 3.6 of this Article.

SECTION 3.6 RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than twenty percent (20%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 3.7 PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

SECTION 3.8 REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board may be held without call or notice on such dates and at such times as may be fixed by the Board. The Executive Committee may cancel the meeting and/or change the meeting place.

The annual meeting of the Board shall be held for the purposes of organization, selection of directors and officers and the transaction of other business. Directors and officers shall be elected or appointed by the Board in accordance with this section. Cumulative voting by the Board for the election or appointment of directors or officers shall not be permitted. The candidates receiving the highest number of votes up to the number of directors or officers to be elected shall be elected. Each Director shall cast one vote, with voting being by ballot only. Annual Board meetings shall be held on such dates and at such times as may be fixed by the Board.

SECTION 3.9 SPECIAL MEETINGS

A special meeting of the Board may be called at any time by the President, the Vice President, the Secretary, or by any two Directors as provided in Section 3.10, below, and such meetings shall be held at the place, within the State of California, and time designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 3.10 NOTICE OF MEETINGS

Upon approval by the Board of the time, place and schedule for all regular meetings of the Board, such regular meetings may be held without further notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, facsimile transmission or e-mail. If sent by mail, the notice shall be deemed to be delivered on its deposit in any depository of the U.S. Postal Service, first class postage prepaid, and addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding of an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 3.10(a) APPLICATION OF THE BROWN ACT

Whenever the composition of the Board of Directors requires the Board to comply with the requirements of the Ralph M. Brown Act (California Government Code §54950 and following; hereafter, the "Brown Act,") notices of all meetings shall comply with the requirements of the Brown Act and all conflicting requirements of Section 3.10 shall be suspended.

SECTION 3.11 CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice, except when the Board is subject to the requirements of the Brown Act.

SECTION 3.12 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

Except as required under the Brown Act, the actions taken at any meeting of the Board, however called and noticed or wherever held, are valid as though the meeting had been duly held after proper call and notice, providing that a quorum, as

hereinafter defined, is present, and provided further that either before or after the meeting each Director not present at the meeting at which such action is taken either signs a waiver of notice or a consent to holding the meeting, or approves the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 3.13 QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Directors of the Board, that number being one-half plus one of the total number of elected Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 3.10 of this Article or as required under the Brown Act.

SECTION 3.14 MAJORITY ACTION AS BOARD ACTION

Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act or decision of the Board, unless the Articles of Incorporation, Bylaws, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 3.15 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President 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, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

SECTION 3.16 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action except when the Corporation must comply with the requirements of the Brown Act (Section 3.10(a)). For the purposes of this Section 3.16 only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 3.17 VACANCIES

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

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

The Board may remove any Director without cause if such removal is approved by a majority of the Directors then in office.

The Board may remove and declare vacant the office of any Director who has missed three (3) or more consecutive regular Board meetings.

No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. 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.

Vacancies on the Board may be filled by approval 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 this Article of these Bylaws, or (3) a sole remaining Director.

A person elected to fill a vacancy as provided by this Section 3.17 shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office, whichever occurs first.

SECTION 3.18 NON-LIABILITY OF DIRECTORS

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

SECTION 3.19 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a Director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

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 this 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.

SECTION 3.20 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.

SECTION 4.1 OFFICERS OF THE CORPORATION

The officers of the Corporation, having the power to bind the Corporation, shall be a President, an Executive Vice President, a Secretary, and a Chief Financial Officer who shall also be designated as the Treasurer. Each of these

officers shall be appointed by the Board of Directors to fixed terms of office as defined in Section 4.2 below. Such other officers as may be elected or appointed pursuant to Section 4.3 below shall not be deemed officers of the corporation having the power to bind the corporation unless such power to bind the corporation is expressly authorized by the Board of Directors and reflected in the minutes of the Board's actions, or delegated in writing by an authorized Officer of the Corporation.

SECTION 4.2 QUALIFICATIONS, ELECTION AND TERMS OF OFFICE

The officers of the Corporation designated in Section 4.1 above shall be elected from among the members of the Board of Directors. The President shall serve for one (1) year.

At the Corporation's annual meeting, the Board of Directors shall elect a Treasurer and Secretary to those offices that are about to become vacant for an initial term of two (2) years, expiring upon the election or re-election of the successor to that office. The Treasurer and Secretary so elected may be re-elected to serve up to three (3) additional consecutive terms of one (1) year each.

The Board of Directors shall also elect an Executive Vice-President, who shall serve for one year as Executive Vice-President and the following year as President.

In the event an officer of the Corporation vacates, abandons, resigns or is removed as a member of the Board of Directors, the office held by that person shall also be deemed vacant. In the event an office becomes vacant prior to the expiration of the term of office, the Board may elect an officer from among its members to fill the unexpired term which shall not be included within the limit on the number of terms.

SECTION 4.3 SUBORDINATE OFFICERS

The Board of Directors may elect, and may authorize the President to appoint, such other officers or agents as it may deem desirable, and such officers shall 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

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section 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

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the board 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 of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she 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, he or she 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 EXECUTIVE VICE PRESIDENT

An Executive Vice President shall be appointed by the Board and shall be the President-Elect of the Board. The primary duties of the Executive Vice President are to assist the President in the performance of his or her duties as he or she may direct from time to time. In the event of any absence, vacancy or infirmity of the President, the Executive Vice President is authorized and empowered to exercise all of the functions, duties, rights and obligations of the President until such time as the President is able to perform such duties or a new President has been appointed.

The Executive Vice President shall also have such other powers, and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned from time to time by the Board of Directors.

SECTION 4.8 DUTIES OF SECRETARY

The Secretary shall:

Keep or cause to be kept at the principal office of the Corporation or such other place as the Board may order, the original, or a copy of the Articles of Incorporation and these Bylaws as amended or otherwise altered to date.

Keep or cause to be kept at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Board and meetings of committees of the Board, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Give or cause to be given, notice of all meetings of the Board and any committees thereof required by law or by these Bylaws to be given.

Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.

Keep or cause to be kept, at the principal office of the Corporation, or such other place as the Board may order, a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.

In general, 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.

SECTION 4.9 DUTIES OF TREASURER

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

Receive and deposit all monies paid to the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, and maintain safe custody of such monies and all funds and securities of the Corporation.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

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.

SECTION 4.10 CHIEF FINANCIAL OFFICER

The Board may designate a person who need not be a member of the Board, to serve as the Chief Financial Officer of the Corporation. In the absence of such a designation, the Treasurer shall serve as the Chief Financial Officer of the Corporation.

SECTION 4.11 EXECUTIVE DIRECTOR

The Board may designate a person who shall not be a member of the Board, to serve as the Executive Director. This position will be salaried. The person shall be subject to the control of the Board. He or she shall perform the duties and exercise the powers and authority prescribed by the Board. The Board may establish such other positions of employment, and for each such position fix the amount of compensation, if any, and establish the duties and responsibilities, as in its discretion the Board may find necessary or desirable.

SECTION 4.12 COMPENSATION

The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation, provided, however, that such compensation paid a director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Section 3. 6 of these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

ARTICLE 5 COMMITTEES

SECTION 5.1 EXECUTIVE COMMITTEE

The President and the Executive Vice-President shall be members of the Executive Committee, and the Board may, by a majority vote, designate an additional three (3) or more of its members, one of whom shall also serve on the nominating committee, (who may also be serving as officers of this Corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the Board.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

- (f) The appointment of committees of the Board, except as specifically allowed under these Bylaws.
- (g) The expenditure of any corporate funds for any purpose without the express authorization of the Board.
- (h) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board 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. The Committee shall keep regular minutes of its actions, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

The Past President shall serve as an ex officio member of the Executive Committee.

SECTION 5.2 OTHER COMMITTEES

In addition to the committees established in these Bylaws, the Corporation shall have such other committees as from time to time are designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 5.2.1 NOMINATING COMMITTEE

The Executive Committee shall select five (5) Directors to serve on the Nominating Committee for a term of two (2) years. In the event of any vacancy on the Nominating Committee, such vacancy shall be filled by the Executive Committee as soon as practical before the next Board meeting.

The responsibilities of the Nominating Committee are to establish criteria for Board membership, to maintain a roster of potential Board members, to propose a list of candidates for officers who are to be appointed by the Board and new Board members, to list for reelection current Board members whose first terms are expiring and who wish to continue for a second term. Input to this slate from Board members is invited. Nominating committee recommendations are subject to approval by the Board.

New officers who are appointed by the Board, new Directors and second term Directors shall be elected by a majority of the Board at the annual meeting. When a vacancy occurs in any Board-appointed office or any directorship, the Executive Committee shall convene the Nominating Committee for the purpose of nominating replacements to fill such vacancy. Input into the nomination of any candidate for such Board-appointed office or directorship from Board members is invited. The proposed nominations to fill vacancies shall be presented to the Board for discussion and approval at the next regular posted Board meeting.

SECTION 5.2.2 ADVISORY COMMITTEE

An Advisory Committee shall be established for the purpose of providing specialized or technical advice or assistance to DMCC. Members of the Advisory Committee shall be appointed based upon their individual knowledge, skill or expertise in areas of need determined by the Directors. There shall not be any residency requirement for membership.

Members of the Advisory Committee shall not have any authority to bind DMCC or to speak or act on its behalf, and except as from time to time they may specifically be delegated in writing and approved by the DMCC Board of Directors to do so. Members of the Advisory Committee shall serve in an advisory capacity only to the Executive Committee and the Board of Directors of DMCC. Members of the Advisory Committee shall serve at the pleasure of the DMCC Board and may be appointed or removed by vote of the DMCC Board of Directors.

SECTION 5.3 MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 6.1 APPROVAL AND EXECUTION OF INSTRUMENTS [Addition to Section 6.1 approved 11/15/2003]

Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or approve, execute and deliver any instrument in the name of and on behalf of the Corporation by a resolution approved by a majority of the Board, 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 this Corporation

ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

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, committees of the Board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present, all action taken and a summary of 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;

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

(d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 7.2 CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 7.3 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 7.4 RIGHT TO COPY AND MAKE EXTRACTS

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

SECTION 7.5 ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation and, if this Corporation has members, to any member who requests it in writing, 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 information required by Section 7 of this Article.

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.

SECTION 7.6 ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This Corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
 - (1) Any director or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
 - (2) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

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

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 8 FISCAL YEAR

SECTION 8.1 FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day of July of each year and end on the 30th day of June in the next succeeding year.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 9.1 AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws adopted, only upon approval of at least two-thirds of the elected Directors of the Board.

ARTICLE 10 AMENDMENT OF ARTICLES

SECTION 10.1 AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of at least two-thirds of the elected Directors of the Board.

SECTION 10.2 CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 11 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 11.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, 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; and 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 MEMBERS

Section 12.1 Membership

The Corporation has no members within the meaning of Section 5056 of the California Corporations Code. Pursuant to Section 5310 of the Corporations Code, any duty, obligation, responsibility or authority granted by law to members of a corporation, and for which no express provision is made in these Bylaws, shall be performed or exercised by the Board of Directors. The Directors shall have the exclusive right to vote on Corporation matters, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. Notwithstanding any provision of this Section, by an amendment of these Bylaws, or by a repeal this Section and adoption of a new bylaw, the Board of Directors may establish one or more classes of membership and may grant some or all of the rights of a member of any class to any person or entity.

Section 12.2 Other Persons Associated with the Corporation

From time to time, the Corporation may refer to other persons or entities associated with it as "members," even though those persons or entities are not members of the Corporation within the meaning of Section 5056 of the Corporations Code and are not entitled to vote on Corporation matters. No such reference to any other persons or entities as "members" shall constitute any person or entity as a member of the Corporation within the meaning of Section 5056 of the California Corporations Code.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Incorporation of **Del Mar Community Connections**, a California nonprofit Corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 13 pages, as the Bylaws of this Corporation.

Dated: August 4, 2000

Nancy Weare, Director

Mary Ann Emerson, Director

Brooke Eisenberg, Director

Karen Lockwood, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation

Dated: August 4, 2000

Karen Lockwood, Secretary