Bylaws of
Ethical Culture Society of Silicon Valley
A California Religious Corporation

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Society for the transaction of its business is located in Santa Clara County, California

SECTION 2. CHANGE OF ADDRESS

The county of the Society'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: _____

_____ Dated: _____

_____ Dated: _____

SECTION 3. OTHER OFFICES

The Society 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 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Society shall be: to cultivate character; promote the study, application and teaching of ethical principles; and to engage in such community works as are inspired by these principles.

SECTION 2 – IRC SECTION 501(C)(3) PURPOSES

The Society is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 3 – PURPOSE
The Society exists to promote Ethical Culture.

The Ethical Culture Society of Silicon Valley is a humanistic religious organization inspired by the ideal that the supreme aim of human life is working to create a more humane society. Our aim is to bring out the best in ourselves and others by building a community whereby we develop our ethical identity and strengthen our capacity to live by our ethical ideals. We recognize our capacity and responsibility to act in our personal relationships and in the larger community to help create a better world. Our commitment is to the worth and dignity of the individual, and to treating each human being so as to bring out the best in him or her.

We join together to assist each other in developing ethical ideas and ideals, to celebrate life's joys, to support each other through life's crises, and to work together to improve our world and the world of our children.

SECTION 4 – MISSION STATEMENT

Our aim is to bring out the best in ourselves and others by building a community whereby we develop our ethical identity and strengthen our capacity to actualize ethical ideals.

SECTION 5 – IMPLEMENTATION OF MISSION
The Society implements its mission in cooperation with and as a subordinate organization of the American Ethical Union. Ethical education for children and for adults, discussion groups, activity groups, committees, and other services are provided, as resources allow, to further the goals outlined in the Mission Statement.

The Society shall be empowered to engage in any activity legal for a nonprofit Society under California law and section 501(c)(3) of the Federal Internal Revenue Code, or the corresponding section of any subsequent federal tax code. No part of this section shall be construed as further restricting the activity of the Society.

ARTICLE 3
DIRECTORS

SECTION 1. NUMBER AND QUALIFICATIONS

The Society shall have at least five but not more than nine Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment or by repeal of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

Directors shall be of the age of majority in the State of California. Directors must be Members of the Society in good standing.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Religious 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 Society, the activities and affairs of this Society shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 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 Society, 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 Society;

(c) Supervise all officers, agents, and employees of the Society 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 Society and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each Director shall hold office for a period of two years and until his or her successor is elected. Seats on the Board of Directors shall be divided into two groups, as evenly divided as possible. Directors in the first group shall be elected in even numbered years while Directors in the second group shall be elected in odd numbered years.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Any payments to Directors shall be approved in advance in accordance with this Society's conflict of interest policy, as set forth in Article 9 of these bylaws.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Society 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 Society 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 Society or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board.

Any meeting of Directors, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) 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 including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Society;

c) The Society adopts and implements some means of verifying 1) that all persons participating in the meeting are Directors of the Society or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are not Directors.

SECTION 7. REGULAR AND ANNUAL MEETINGS

Directors shall set a schedule for regular meetings, to be held monthly at least 9 times per year, at a time and place to be determined by the Board.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice 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 Society. Other rules governing regular meetings apply.

SECTION 9. NOTICE OF MEETINGS

Regular meetings of the Board may be held without 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 . If sent by mail or electronic means, the notice shall be deemed to be delivered on its deposit in the mails or on leaving or sending a message electronically. Such notices shall be addressed to each Director at his or her address as shown on the books of the Society.

Notice of the time and place of holding 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.

SECTION 10. 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.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are 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. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of more than one half of the number of Directors.

Except as otherwise provided in these bylaws or in the articles of incorporation of this Society, or by law, no decisions shall be taken by the Board at any meeting at which a quorum, as hereinafter defined, 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 9 of this Article.

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 bylaws of this Society.

SECTION 13. VOTING BY PROXY

Directors absent from a meeting of the Board of Directors may vote on an issue by submitting to any officer or the person or persons calling the meeting a written and dated statement indicating the Director's yes or no vote on the issue. Such written statement may be submitted by mail, electronic mail, or facsimile and must be received prior to the day of the meeting.

In the event two or more written proxy votes are received from the same Director on the same issue, the later dated vote shall be considered valid. If a proxy vote is received and the Director appears at the meeting, the Director's in-person vote shall be considered and the proxy vote disregarded.

A Director is permitted two proxy votes per fiscal year. The Secretary shall have the responsibility of keeping track of which Directors have submitted proxy votes and the dates of such submission. If a Director submits more than two proxy votes in a single fiscal year, all votes other than the first two shall be disqualified.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Decisions made by the Board of Directors shall be made by consensus when feasible; otherwise by majority vote.

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 bylaws of this Society, or provisions of the California Nonprofit Religious Corporation Law, particularly those provisions relating to appointment of committees (Section 9212), approval of contracts or transactions in which a Director has a material financial interest (Section 9243), and indemnification of Directors (Section 9246e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board or, if no such person has been so designated or, in his or her absence, the President of the Society or, in his or her absence, by the Vice President of the Society 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 Society 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.

The rules contained in the current edition of *Robert's Rules of Order Newly* Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

To the extent possible, decision making will be guided by the consensus building model. Three possible positions are defined for Members to take: 1) In Consensus: in favor of the proposal; 2) Standing Aside (also known as Out of Consensus): not in favor because of reservations, but not so opposed as to prevent the group from adopting the proposal; 3) Blocking Consensus: so firmly opposed that even if the overwhelming sentiment of the group is in favor, one believes, for deeply held reasons, that it cannot be supported. If one or more persons block consensus, the proposal is not adopted. Further limited discussion is held and consensus is again sought. If one or more persons still block, the question is

decided by a traditional vote. Any who stand aside or block consensus are given the opportunity to submit written reservations for inclusion in the record.

SECTION 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. 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 Society authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 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 has been removed from office by order of the superior court for engaging in fraudulent acts pursuant to Section 9223 of the California Nonprofit Religious Corporation Law.

Directors may be removed without cause if such removal is approved by the Members of the Society at a Membership meeting.

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 Society would then be left without a duly elected Director or Directors in charge of its affairs.

Except for a vacancy created by the removal of a Director by the Members of this Society, 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 waiver of notice complying with this article of these bylaws, or (3) a sole remaining Director. The Members of this Society may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office. His/her term of office shall then be the same as the Director being replaced

SECTION 18. NONLIABILITY OF DIRECTORS

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

SECTION 19. INDEMNIFICATION BY SOCIETY 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 Society 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 Society, 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 Society but only to the extent allowed by, and in accordance with the requirements of, Section 9246 of the California Nonprofit Religious Corporation Law.

SECTION 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 Society (including a Director, officer, employee, or other agent of the Society) against any liability other than for violating provisions of law relating to self-dealing (Section 9243 of the California Nonprofit Religious 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 Society would have the power to indemnify the agent against such liability under the provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

ARTICLE 4
OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Society shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The Society may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any Society Member may serve as officer of this Society. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Any officer who is not a Board Member is required to attend Board meetings.

SECTION 3. NOMINATING COMMITTEE

Each year the board shall determine the number of vacancies to be filled at the next election. The President shall appoint a member of the Board of Directors to chair a Nominating Committee. This Chairperson will appoint a committee of at least two (2) other people, half of whom shall not be members of the Board of Directors. This committee will recommend candidates for the Board. All candidates must be current Members in good standing of the Society and consent to their nomination.

The board shall determine the number of positions to be filled at the election.

At least three (3) weeks in advance of the Annual General Meeting (AGM), the Nominating Committee will submit to Society Members a list of the candidates, with short biographical and other relevant information for each.

Additional nominations may be made from floor, at the start of the AGM, provided that the candidate is eligible, and gives consent to the nomination either in person or in writing if unable to be present. No further nominations will be accepted after voting is announced.

SECTION 4. SUBORDINATE OFFICERS

The Board of Directors may 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 5. 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 Society. 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 Society.

SECTION 6. 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 7. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Society and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Society 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 Society, 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. If applicable, the President shall preside at all meetings of the Members. 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 Society, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 8. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

SECTION 9. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Society the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the Society or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, 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.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

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

Keep at the principal office of the Society a Membership Book containing the name and address of each and any Members, and, in the case where any membership has begun or ended, he or she shall record such fact in the Membership Book together with the date on which such membership began or ceased.

Exhibit at all reasonable times to any Director of the Society, 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 Society.

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 Society, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF TREASURER

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

Have charge and custody of, and be responsible for, all funds and securities of the Society, and deposit all such funds in the name of the Society in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

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

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

Keep and maintain adequate and correct accounts of the Society'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 Society, 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 Society.

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 Society, or by these

bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 11. COMPENSATION

Officers shall serve without compensation. Reimbursement of expenses incurred in the performance of their duties shall be permitted, and reasonable advancement of such reimbursement shall be permitted.

ARTICLE 5
COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors, designate three (3) or more of its Members (who may also be serving as officers of this Society) 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 Society, 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 amendment or repeal of bylaws or the adoption of new bylaws.

(d) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.

(e) The appointment of committees of the Board or the members thereof.

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 proceedings, 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.

SECTION 2. OTHER COMMITTEES

The Society shall have such other committees as may from time to time be 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 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
PROFESSIONAL LEADERSHIP

SECTION 1. LEADER APPOINTMENT

A Leader or Leaders may be appointed by the Board of Directors for a renewable contract term not to exceed three years. An affirmative vote of at least two-thirds of Members voting either in person or by absentee ballot at any regular membership meeting, or at a special meeting called for that purpose, shall be required to confirm a Leader.

SECTION 2. LEADER CERTIFICATION

Persons appointed as Leaders shall have been certified by the American Ethical Union. If not yet certified, their appointment shall have been approved by the American Ethical Union contingent upon their completion of training for Leadership certification, and they shall be given such temporary or interim title as is allowed pre-certification.

SECTION 3. LEADER SERVICE ON THE BOARD

The Leader shall be a non-voting member of the Board of Directors and of the Executive Committee. If there is more than one Leader, the one who is Senior in authority shall fulfill these roles.

ARTICLE 7
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 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 Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, 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 Society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 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 Society shall be signed by the Treasurer and countersigned by the President of the Society.

SECTION 3. DEPOSITS

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the religious purposes of this Society.

ARTICLE 8
CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Society shall keep at its principal office in the state of California:

(a) Minutes of all meetings of Directors, committees of the Board, and of all business 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 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;

(c) A record of its Members indicating their names and addresses, the beginning date of any membership and the termination date of any membership;

(d) A copy of the Society's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the Members of the Society at all reasonable times during office hours.

SECTION 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 Society. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 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 Society.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this Society has any Members, then each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all Members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Society, which demand shall state the purpose for which the inspection rights are requested.

(b) To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Society by the Member, for a purpose reasonably related to such person's interests as a Member.

SECTION 5. 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.

ARTICLE 9
FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE SOCIETY

The fiscal year of the Society shall begin on the first day of July and end on the last day of June in each year.

ARTICLE 10
CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Society or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess

benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

(a) Interested Person.

Any Director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which the Society has a transaction or arrangement,
(2) a compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION APPROVAL POLICIES

A voting member of the governing board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for Directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

(a) the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation,

(b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a

compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of compensation arrangement, or a family member of such person;
2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement;
3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement;
4. has no material financial interest affected by the compensation arrangement; and
5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

(c) the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
2. the availability of similar services in the geographic area of this organization
3. current compensation surveys compiled by independent firms
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than $1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved
2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member

3. the comparability data obtained and relied upon and how the data was obtained
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

SECTION 6. ANNUAL STATEMENTS

Each Director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) has received a copy of the conflicts of interest policy,
(b) has read and understands the policy,
(c) has agreed to comply with the policy, and
(d) understands the Society is religious and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

To ensure the Society operates in a manner consistent with religious purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 11
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

At any regular or special meeting of the Members of the Society, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of a two thirds majority of the Members present.

Any proposed change to the Bylaws must be submitted in writing to the Secretary no fewer than 15 days before a regular or special meeting. The Secretary shall include the text of the proposed change on the notice sent to all Members, or, if notice has already been sent, the text of the proposed change shall be forwarded to all Members without delay. The rights of current Members shall not in any manner be impaired by any bylaw amendment made under this section.

ARTICLE 12
AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any Members have been admitted to the Society, any amendment of the articles of incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After Members have been admitted to the Society, amendment of the articles of incorporation may be adopted by the approval of the Board of Directors and by the approval of a two thirds majority of the Members of this Society present at a regular or special meeting of Members. .

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above sections of this article, this Society 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 Society, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Society has filed a "Statement by a Domestic Non-profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 13
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Member, Director, officer, employee, or other person connected with this Society, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Society in effecting any of its religious 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 Society. All Members of the Society shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Society, whether voluntarily or involuntarily, the assets of the Society, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this Society and not otherwise.

ARTICLE 14
MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The Society consists of its Members. The Society shall have only one class of Members. No Member shall hold more than one membership in the Society. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this Society, all memberships shall have the same rights, privileges, restrictions, and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this Society are as follows: Members shall be sixteen years of age or older, sympathizing with and willing to support the aims of the Ethical Culture movement and of this Society.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon acceptance by the Board of Directors of a signed, dated, and properly prepared Application for Membership.

SECTION 4. FEES, DUES, AND ASSESSMENTS

(a) No fee shall be charged for making application for membership in the Society.
(b) Every Member shall contribute annually towards the support of the Society.
Each Member shall be required to pledge a contribution to the Society annually. Members shall be asked to consider their own financial condition and set their contribution in accordance with guidelines to be established by the Board of Directors.
(A pledge may be regarded by the Board as having been implicitly made by a Member who makes donations in a total annual amount estimated to be equivalent to the average pledge of other Members in similar financial circumstances, if there is good reason not to insist on a formal annual statement of pledge.)
A Member may, at any time, request a confidential meeting with the Treasurer to revise a pledge, if financial circumstances warrant such a change.
60 days before the end of the fiscal year, the Treasurer will send a notice to any Member who has not fulfilled his/her pledge for that year. The notice will give the amount of the pledge, the amount already received or credited, and the date on which the fiscal year will end.
A Member who fails to make or redeem an annual pledge, make arrangements to redeem an annual pledge, or respond to notices of the pledge delinquency, shall have their membership terminated automatically. Such termination shall be effective six months after the date of the initial notice or the end of the fiscal year in which the notice was sent, whichever occurs later. Termination for failure to contribute to the Society shall be automatic, and the procedures for termination are not applicable in this instance.
(c) Memberships shall be nonassessable.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of Members the Society may admit.

SECTION 6. MEMBERSHIP BOOK

The Society shall keep a Membership Book containing the name and address of each Member. Admission and termination of the membership of any Member shall be recorded in the book, together with the date of admission or termination of such membership. Such book shall be kept at the Society's principal office and shall be available for inspection by any Director or member of the Society during regular business hours.
The record of names and addresses of the Members of this Society shall constitute the membership list of this Society and shall not be used, in whole or part, by any person for any purpose not reasonably related to a Member's interest as a Member.

SECTION 7. NONLIABILITY OF MEMBERS

A Member of this Society is not, as such, personally liable for the debts, liabilities, or obligations of the Society.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No Member may transfer a membership or any right arising therefrom. All rights of membership cease upon the Member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a Member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the Society personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Society.

(3) Upon failure to pledge or otherwise fulfill financial and/or other obligations of membership, as described in Article 13, Section 4 (b) above. In the instance of automatic termination, the procedure described below for termination does not apply.

(b) Procedure for Termination. Following the determination that a membership should be terminated under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the Member as shown on the Society's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion, thirty (30) days before the proposed date if expulsion is for failure to fulfill financial membership obligations.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a Member in the Society shall cease on termination of membership as herein provided.

ARTICLE 15
MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of Members shall be held at the principal office of the Society or at such other place or places within or without the state of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

A meeting of Members shall be held annually for the purpose of electing Directors and transacting other business as may come before the meeting, as well as to provide a space for the voice of Members to be expressed in a judicious manner on matters which have been stated in the notice of the meeting. The date and time of the annual meeting is to be named by the Directors, in accord with considerations of calendar, budget, and likelihood of most members being able to attend.

SECTION 3. VOTING

The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each voting Member shall cast one vote for each open seat on the Board of Directors, with no more than one vote for any candidate. Voting shall be by paper ballot only **unless a motion to conduct the election by voice vote is made and passed by consensus in advance during the meeting**. In the event of a tie, a run-off election will be held to determine who will become a Director.

SECTION 4. SPECIAL MEETINGS OF MEMBERS

(a) Persons Who May Call Special Meetings of Members. Special meetings of the Members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the Society. In addition, special meetings of the Members for any lawful purpose may be called by ten percent (10%) or more of the Members.

SECTION 5. NOTICE OF MEETINGS

(a) Time of Notice. Whenever Members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Society not less than ten (10) nor more than fifty (50) days before the date of the meeting to each Member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-

class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written electronic communication, addressed to the Member at the address of such Member appearing on the books of the Society or given by the Member to the Society for the purpose of notice; or if no address appears or is given, at the place where the principal office of the Society is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the board, at the time notice is given, intends to present for action by the Members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of Members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to Members.

(d) Notice of Meetings Called by Members. If a special meeting is called by Members as authorized by these bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairperson of the Board, President, Vice President, or Secretary of the Society. The officer receiving the request shall promptly cause notice to be given to the Members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. Whenever any notice of a meeting is required to be given to any Member of this Society under provisions of the Articles of Incorporation, these Bylaws, or the law of the State of California, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to giving such notice.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Adoption, amendment, or repeal the bylaws pursuant to Section 9150(b) of the California Corporations Code;

2. Removal of Directors pursuant to Section 9222 of the California Corporations Code;

3. Amendment of the articles of incorporation pursuant to Sections 9620 and 5812 of the California Corporations Code;

4. Disposal of all, or substantially all, corporate assets pursuant to Section 9631(a) of the California Corporations Code;

5. Approval of the principal terms of a merger pursuant to Section 9640(c) of the California Corporations Code;

6. Amendments to an agreement of merger pursuant to Section 6015(a) and 9640 of the California Corporations Code; and

7. An election to voluntarily wind up and dissolve the corporation pursuant to Section 9680(b) of the California Corporations Code.

SECTION 6. QUORUM FOR MEETINGS

A quorum shall consist of the greater of 10% of the total voting membership or 5 individual voting Members of the Society.

The Members 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 Members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the Members required to constitute a quorum.

Except as provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be transacted by the Members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a sufficient number of Members at the meeting or otherwise, 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 of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for lack of a quorum for more than forty-five (45) days.

SECTION 7. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of the voting power present in person at a duly held meeting at which a quorum is present is the act of the Members, unless the law, the articles of incorporation of this corporation, or these bylaws require a greater number.

SECTION 8. VOTING RIGHTS

Each Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot **unless a motion to conduct the election by voice vote is made and passed by consensus in advance during the meeting**.

SECTION 9. PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy. No provision in this or other sections of these bylaws referring to proxy voting shall be construed to permit any Member to vote or act by proxy at any regular or special membership meeting.

SECTION 10. CONDUCT OF MEETINGS

Meetings of Members shall be presided over by the Chairperson of the Board or, if there is no Chairperson, by the President of the Society or, in his or her absence, by the Vice President of the Society or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting Members, present in person or by proxy. The Secretary of the Society shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

To the extent possible, decision making will be guided by the building model as described in Article 3 Section 15 of these bylaws.

SECTION 11. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Society distributes a written ballot to each Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Society. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Society in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director.

A written ballot may not be revoked after its receipt by the Society or its deposit in the mail, whichever occurs first.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these bylaws, any action required or permitted to be taken by the Members may be taken without a meeting, if all Members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

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 the Ethical Culture Society of Silicon Valley, 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 thirty (30) pages, as the bylaws of this Society.

Dated: _____

_____
John Dukovic, Director

_____
Linda Frommer, Director

_____
Miriam Mueller, Director

_____
Paula Rochelle, Director

_____
Benjamin A. Wade, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the Society named in the title thereto and that such bylaws were duly adopted by the Board of Directors of said Society on the date set forth below.

Dated: _____

_____
John Dukovic, Secretary