

AMENDED AND RESTATED BYLAWS

COSTA MESA GOLF MEN'S CLUB

**Adopted by the Board of Directors on
January 6, 2004**

**Approved by the Members
February 25, 2004**

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**AMENDED AND RESTATED
BYLAWS OF**

COSTA MESA GOLF MEN'S CLUB

a California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of this corporation is COSTA MESA GOLF MEN'S CLUB.

ARTICLE II

OFFICES

SECTION 2.01. PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at The Costa Mesa Golf and Country Club, 1701 Golf Course Drive, Costa Mesa, California 92626. The Board of Directors ("the Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2.02. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES AND LIMITATIONS

SECTION 3.01. PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3.02. LIMITATIONS

(a) Political activity. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

(b) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 above. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any of its Directors, trustees, officers, members (if any), employees, or to the benefit of any private individual.

(c) Dissolution. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV

MEMBERSHIP

SECTION 4.01. QUALIFICATIONS AND RIGHTS OF MEMBERSHIP

(a) Classes and Qualifications. This corporation shall have one or more classes of members, consisting of persons dedicated to the purposes of this corporation, who meet other qualifications for membership, as the Board may determine shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

(b) Regular Voting Members. The members of the class of membership having voting rights shall be entitled to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the corporation, on an amendment to the Articles of Incorporation, except as otherwise specified in the California Nonprofit Corporations Law; and on the adoption, amendment or repeal of these Bylaws, except as otherwise specified in the California Nonprofit Corporations Law. In addition, members shall have all rights afforded members under the California Nonprofit Corporation Law. Members shall be any person who pays the membership fee as set and approved by the Board of Directors of the corporation at any regular meeting.

(c) Associate Members. The number of associate members shall be unlimited. Associate members shall be any person or organization directly connected with or interested in the promotion of the game of golf, tournaments as played and promoted by the Professional Golf Association and the Southern California Golf Association, or in the manufacture, sale or distribution of golfing equipment. An associate member shall not be entitled to vote. An associate member's fee will be designated from time to time by the Board of Directors.

(d) Honorary Members. Any person who has performed outstanding service for the community or corporation, or who has made any outstanding contribution to the game of golf, tournaments, increased interest in the playing of the game, or outstanding contributions to the Professional Golf Association or the Southern California Golf Association may be honorary members of the corporation where the corporation desires to confer special distinction upon said person. Such honorary members shall pay no fee and shall not be entitled to vote.

(e) Social Members. The number of social members shall be unlimited. A social member shall be any person interested in the promotion of the corporation, and golf in general. A social member shall not be entitled to vote. A social member's fee for membership shall be the fee paid by every other member, minus the fee paid to the Southern California Golf Association.

(f) Other Persons Associated with the Corporation. The corporation may refer to persons of certain nonvoting classes or other persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in Section 4.01 of these Bylaws, but no such reference shall constitute anyone a member within the meaning of the California Nonprofit Corporations Code unless that person or entity shall have qualified for a voting membership under Section 4.01(b) of these Bylaws. References in these Bylaws to members shall mean members as defined in the California Nonprofit Corporations Code and as set forth in Section 4.01(b) of these Bylaws. By amendment of these Bylaws, the corporation may grant some or all the rights of a member of any class, as set forth in these Bylaws, to any person or entity that does not have the right to vote on any of the matters specified in Section 4.01(b) of these Bylaws, but no such person or entity shall be a member within the meaning of the California Nonprofit Corporations Code.

SECTION 4.02. DUES, FEES, AND ASSESSMENTS

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

SECTION 4.03. GOOD STANDING

Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

SECTION 4.04. TERMINATION AND SUSPENSION OF MEMBERSHIP

(a) Causes of Termination. A membership shall terminate on occurrence of any of the following events:

(i) Resignation of the member, on reasonable notice to the corporation;

(ii) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

(iii) Failure of the member to pay dues, fees, or assessments as set by the Board within the period of time set by the Board after they become due and payable;

(iv) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy memberships qualifications; or

(v) Expulsion or suspension of the member pursuant to Sections 4.04(b) and 4.04(c) of these Bylaws.

(b) Suspension of Membership. A member may be suspended, under Section 4.04(c) of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

A person whose membership is suspended shall not be a member during the period of suspension.

(c) Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be followed:

(i) The member shall be given fifteen (15) day's prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the records of the corporation.

(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

(iii) The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.

(iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

SECTION 4.05. TRANSFER OF MEMBERSHIPS

A membership or any right arising from membership may be transferred to another person meeting the qualifications set forth in Section 4.01(a) of these Bylaws only on the approval of the Board. No member may transfer a membership or any right arising from it for value. The Board may by resolution impose transfer fees or other conditions on the transferring party as it deems fit, provided those fees and conditions are the same for similarly situated members. Subject to these Bylaws, all rights of membership cease on the member's death or dissolution.

SECTION 4.06. MEETINGS OF MEMBERS

(a) Place of Meeting. Meetings of the members shall be held at any place within or outside California designated by the Board. In the absence of any such designation, members' meetings shall be held at the principal office of the corporation.

(b) Annual Meeting. An annual meeting of members shall be held on the third Wednesday of November of each year at 6:30 p.m. o'clock, unless the Board fixes another date or time and so notifies members as provided in Section 4.06(d) of these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, Directors shall be elected and any other proper business may be transacted, subject to the notice requirements of Section 4.06(d)(ii) of these Bylaws.

(c) Special Meetings. A special meeting of the members may be called for any lawful purpose by a majority vote of the Board or by the President or by five percent (5%) or more of the members. A special meeting called by any person(s) (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, the Vice President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 4.06(d) of these Bylaws, stating that a meeting will be held at a special time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(d) Notice Requirements for Members' Meetings.

(i) General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Section 4.06(d) of these Bylaws, to each member entitled to vote at the meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected or written ballots distributed for the election of Directors shall include the names of all persons who are nominees when the notice or the ballot is given.

(ii) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- a. Removing a Director without cause;
- b. Filling vacancies on the Board;
- c. Amending the Articles of Incorporation; or
- d. Electing to wind up and dissolve the corporation.

(iii) Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least ten (10) days but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address given by the member to the corporation for purposes of notice. If no address appears on the books of the corporation and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication delivered to the principal office of the corporation or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(iv) Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, assistant Secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the minute book of the corporation.

(e) Quorum.

(i) Number Required. Ten (10) percent of the voting members, present in person, shall constitute a quorum for the transaction of business at any meeting of members; provided, however, that the only matters that may be voted on at any special or annual meeting actually attended by less than ten (10) percent of the voting power are matters the general nature of which was disclosed in advance to the members by written notice pursuant to Article IV, Section 4.06(d) of these Bylaws.

(ii) Loss of Quorum. The members present at a duly called or held meeting at which a quorum is presented may continue to transact business until adjourned, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(f) Adjournment and Notice of Adjourned Meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after 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. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

(g) Voting.

(i) Eligibility to Vote. Subject to the provisions of the California Nonprofit Corporation Law, the only persons entitled to vote at any meeting of members shall be voting members who are in good standing as of the record date determined pursuant to Section 4.08 of these Bylaws.

(ii) Manner of Casting Votes. Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.

(iii) Voting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting shall not be permitted.

(iv) Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.

(h) Waiver of Notice or Consent by Absent Members.

(i) Written Waiver or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4.06(d)(ii) the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(ii) Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

SECTION 4.07. ACTION WITHOUT A MEETING

(a) Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed in the corporate minute book. Any actions taken by written consent shall have the same force and effect as the unanimous vote of the members.

(b) Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by written ballot complying with Section 4.07(b) (i) and (ii) of these Bylaws.

(i) Solicitation of Written Ballots. The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 4.06(d) (iii) of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Directors, state the percentage

of approvals necessary to pass the measure or measures; (3) with respect to ballots for election of Directors, state the name of each nominee; and (4) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the corporation, specifying the address to which the ballot is to be sent. If the corporation has one hundred (100) or more members, any written ballot distributed to ten (10) or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, a written ballot which is marked by a member "withhold" or is otherwise marked in a manner indicating that authority to vote is withheld, shall not be voted.

(ii) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) and received within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(iii) Revocation. A written ballot may not be revoked.

(iv) Filing. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least two (2) years.

SECTION 4.08. RECORD DATE FOR NOTICE, VOTING, WRITTEN BALLOTS, AND OTHER ACTIONS

(a) Record Date Determined by Board. For purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, "record date," which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record day, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Record Date Not Determined By Board.

(i) Record Date For Notice Or Voting. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of, or to vote at, a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the business day preceding the day on which the meeting is held.

(ii) Record Date For Action By Written Ballot. If not otherwise fixed by the Board, the record date for determining those members entitled to vote by written ballot shall on the day on which the first written ballot is mailed or solicited.

(iii) Record Date for Written Consent to Action Without Meeting. Unless fixed by the Board, the record date for determining those members entitled to vote by written consent on corporate action without a meeting, when no prior action by the Board has

been taken, shall be the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.

(iv) Record Date For Other Actions. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be on the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

(c) Definition of "Members of Record". For purposes of this Section 4.08, a person holding a voting membership at the close of business on the record date shall be a member of record.

SECTION 4.09. PROXIES

(a) Right of Members. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact.

(b) Form of Solicited Proxies. If the corporation has one hundred (100) or more members, any form of proxy distributed to ten (10) or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters, and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority or vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

(c) Requirement That General Nature of Subject of Proxy Be Stated. Any proxy covering matters for which a vote of the members is required, including amendments of the Articles of Incorporation or Bylaws changing voting rights; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the activities of the corporation; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the election is given to the members.

(d) Revocability. A validly executed proxy shall continue in full force and effect until:

(i) revoked by the member executing it, before the vote is cast under that proxy,

(A) by a writing delivered to the corporation stating that the proxy is revoked, or

(B) by a subsequent proxy executed by that member and presented to the meeting, or

(C) as to any meeting, by that member's personal attendance and voting at the meeting; or

(ii) written notice of death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three (3) years from the date of execution. A proxy may not be irrevocable. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the California Nonprofit Corporations Code.

SECTION 4.10. ELECTION OF DIRECTORS

(a) Nominations by Committee. The Chairman of the Board, or the President if there is no Chairman, shall appoint a committee to select qualified candidates for election to the Board at least ninety (90) days before the date of any election of Directors. This nominating committee shall make its report at least sixty (60) days before the date of the election or at such other time as the Board of Directors may set and the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee under this Section.

(b) Nominations by Members. So long as the corporation has five hundred (500) or more, but fewer than five thousand (5,000) members, members representing two percent (2%) of the voting power may nominate candidates for Directors by a petition, signed by those members within eleven (11) months preceding the next time Directors are to be elected, and delivered to an officer of the corporation. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of those candidates named by the nominating committee. Upon reaching the five thousand (5,000) member limitation, nominations by members shall be subject to the provisions of the California Nonprofit Corporations Law.

(c) Nominations From the Floor. If there is a meeting of members to elect Directors, any member present at the meeting in person or by proxy may place names in nomination.

(d) Solicitation of Votes. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

(e) Use of Corporate Funds To Support Nominee. Without Board authorization, no corporate funds may be expended to support a nominee for Director after more people have been nominated for Director than can be elected.

SECTION 4.11. RECORDS

(a) The Secretary shall keep or cause to be kept, at the principal office of the corporation or at a place determined by resolution of the Board, a record of the members of the corporation showing each member's name, address, and class of membership.

(b) Members' Inspection Rights.

(i) Membership Records. Subject to the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (A) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or
- (B) Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of a date specified by the member, after the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the latter of ten (10) days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation believes that the information requested will be used for a purpose other than one reasonably related to a person's interest as a member, or if the corporation provides a reasonable alternative under this Section 4.11(b), it may deny the member access to the membership list.

Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

(ii) Accounting Records and Minutes. On written demand presented to the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

(iii) Maintenance and Inspection of Articles and Laws. The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside California and the corporation has no principal business office in this state, the Secretary shall,

on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws, as amended to date.

SECTION 4.12. ANNUAL REPORT

(a) Annual Reports. If required, the Board shall cause an annual report to be sent to the members within one hundred twenty (120) days after the end of the fiscal year of the corporation. That report shall contain the information specified in Article IX Section 9.03 of these Bylaws.

(b) Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the fiscal year of the corporation:

(i) Any transaction to which the corporation, its parent, or its subsidiary was a party, and to which an interested person had a direct or indirect material financial interest, which involved more than fifty thousand dollars (\$50,000) or was one of a number of transactions with the same interested person involving, in the aggregate, more than fifty thousand dollars (\$50,000). For this purpose, an "interested person" is either of the following:

- (A) Any Director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
- (B) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(ii) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or Director of the corporation under Article VIII of these Bylaws, unless that indemnification has already been approved by the members under the California Nonprofit Corporations Code.

ARTICLE V

DIRECTORS

SECTION 5.01. POWERS

(a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers: Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:

(i) Appoint and remove, at the pleasure of the Board, all officers, agents and employees of the corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(ii) Change the principal office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

(iii) Adopt and use a corporate seal and alter the form thereof.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the purposes of the corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

SECTION 5.02. NUMBER AND ELECTION OF DIRECTORS AND RESTRICTIONS ON DIRECTORS

(a) Authorized Number. The authorized number of Directors shall be nine (9). Directors need not be residents of the State of California.

(b) Election of Directors. Directors shall be elected at each annual meeting of the members to hold office for a two-year term; however, if any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any special member's meeting held for that purpose. Each Director, including a Director elected to fill a vacancy or elected at a special member's meeting, shall hold office until expiration of the two-year term for which elected and until a successor has been elected and qualified.

(c) Restrictions on Directors. Any member in good standing and who has been a member for a minimum of two consecutive years is eligible to become a candidate for election or appointment to the Board of Directors. Not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) 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 such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or director.

SECTION 5.03. TERM OF OFFICE OF DIRECTORS

The Directors newly appointed or selected in accordance with section 5.02(b) shall hold office for a term of two (2) years. At the annual member meeting in 2004, five members shall be elected to serve on the Board of Directors for a period of two years. At the

succeeding annual meeting in 2005, four members shall be elected to serve on the Board of Directors for two years. Subsequent to the two annual members' meeting described above, the election of directors shall continue to alternate in the same manner, wherein five directors shall be elected one year, and four directors shall be elected the next year, subject to the following provisions:

(a) The President shall be a member of the board as shall all other officers of the corporation. The President shall be an automatic carryover to the Board of Directors for the year next succeeding the expiration of his term of office as President and need not stand for election to the Board. Should the President be a carryover when his term as a Board member would normally have expired then the number of directors to be elected at the annual meeting preceding the expiration of his term shall be reduced by one if necessary in order to maintain the board for the succeeding year at nine members. No member of the board shall be elected President at the board meeting following the annual election of his term of office as a board member is due to expire in that calendar year.

(b) Members eligible for election to the board shall not be elected for more than two consecutive terms. A member appointed to fill a vacancy by a majority of the board may run for office at the next annual meeting for the election of directors. The time spent filling a vacancy shall not constitute a term in office or affect the eligibility to run for two terms. A member may serve for more than two terms provided there is a one year break in such service.

(c) Any member of the Board of Directors whose term is expiring at the end of the calendar year has the option to extend the term for an additional one (1) year. This option must be exercised by the regularly scheduled meeting of the board in October of the expiring year. Consequently, the number of directors to be elected at the preceding annual meeting shall be reduced by the number of members of the board who have elected to serve for an additional year, in order to maintain the Board for the succeeding year at nine members.

SECTION 5.04. VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of the following: (i) the death, removal, suspension or resignation of any director; or (ii) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under the California Nonprofit Corporation law, or (ii) at an annual, regular, or special meeting at which any director is elected, the members fail to elect the full authorized number of directors to be voted for at that meeting. Vacancies may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director unless the Articles or Bylaws provides otherwise. Each director so elected shall hold office until his successor is elected at an annual, regular, or special meeting of the members. The members may elect a director at any time to fill any vacancy not filled by the directors. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the board or the membership may elect a successor to take office when the resignation becomes effective.

(b) Resignations. Except as provided in this subsection, any director may resign effective upon giving written notice to the Chairman of the Board, if any, or the President or the Secretary, of the board, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Election of Directors. Directors shall be elected at each annual meeting of the members to hold office for a two-year term, subject to Section 5.04(a) above; however, if any annual meeting is held or the directors are not elected at any annual meeting, they may be elected at any special member's meeting held for that purpose or appointed by the Board as provided in Section 5.04(a). Each director, including a director elected to fill a vacancy or elected at a special member's meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

(d) Filling Vacancies. Any vacancy on the Board shall be filled by vote of the remaining Directors, whether or not less than a quorum, or by a sole remaining Director.

(e) No vacancy on reduction of number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

(f) An individual director may be removed from office by a majority of the remaining members of the board or by a vote of a majority of the members holding memberships.

SECTION 5.05. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Meetings of the Board shall be held at the principal office of the corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of the corporation. Any meeting may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 5.06. ANNUAL, REGULAR AND SPECIAL MEETINGS

(a) Annual Meeting. The Board shall hold an annual board meeting immediately following the annual meeting of the membership, or in conjunction with its regularly scheduled meeting for the month of December of each year for the purpose of organization, election of officers and the transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting. Notice of this meeting shall not be required.

(b) Other Regular Meetings. Other regular meetings shall be held on the first Tuesday of each month at Costa Mesa Country Club at 6:00 p.m., at the principal office of the corporation, or at any other place designated from time to time by resolution of the Board. Said meetings shall be held without notice; provided, however, any given monthly meeting may be dispensed with by majority vote of the Board.

(c) Special Meetings.

(i) Authority To Call. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice President, or the Secretary or any two Directors.

(ii) Notice.

- a. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:
 1. by personal delivery of written notice;
 2. by first-class mail, postage pre-paid;
 3. by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or
 4. by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

- b. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, a telegraph or e-mail shall be delivered, telephoned, given to the telegraph company or sent by e-mail at least forty-eight (48) hours before the time set for the meeting.

- c. Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

SECTION 5.07. QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 5.09. Subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorship, (iii) creation of an appointment of committees of the Board and (iv) indemnification of Directors, 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 shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 5.08. WAIVER OF NOTICE

Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

SECTION 5.09. ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 5.10. NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 5.11. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 5.11 only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the corporation is a party.

ARTICLE VI

COMMITTEES

SECTION 6.01. COMMITTEES OF THE BOARD

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of one or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace an absent member at any meeting. Any such committee, to the extent provided in the resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) fill vacancies on the Board or in any committee which has the authority of the Board;
- (b) establish or fix compensation of the Directors for serving on the Board or on any committee;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board or the members of these committees;

(f) approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the California Corporations Code.

SECTION 6.02. MEETINGS AND ACTIONS OF THE COMMITTEES

Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VII

OFFICERS

SECTION 7.01. OFFICERS

The officers of the corporation shall include a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the Board's discretion, a Chairman of the Board, one or more Vice Presidents, one or more assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed in accordance with Section 7.03 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

SECTION 7.02. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 7.03 of this Article VII, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

SECTION 7.03. OTHER OFFICERS

The Board may appoint and may authorize the President or another officer to appoint any other officers that the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

SECTION 7.04. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

SECTION 7.05. RESIGNATION OF OFFICERS

Any officer may resign upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 7.06. VACANCIES IN OFFICE

A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 7.07. RESPONSIBILITIES OF OFFICERS

(a) President/Chief Executive Officer. Subject to the control and supervision of the Board, the President shall be the Chief Executive Officer and general manager of the corporation and shall generally supervise, direct and control the activities and affairs and the officers of the corporation. The President shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

(c) Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank, shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws.

(d) Secretary.

(i) Book of minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date. If the corporation is one having members, the Secretary shall also maintain a complete and accurate record of the membership of the corporation, as well as a record of the proceedings of all meetings of the membership.

(ii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary has such other powers and performs such other duties as may be prescribed by the Board or the Bylaws.

(e) Treasurer.

(i) Books of account. The Treasurer of the corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the corporation, and shall send or cause to be sent to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the

corporation with such depositories as may be designated by the Board, shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or Chairman of the Board, if any, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

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

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

SECTION 8.01. INDEMNIFICATION

(a) Right of Indemnity. To the full extent permitted by law, this corporation shall indemnify its Directors, officers, employees and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

(b) Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefor.

SECTION 8.02. INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents of the corporation, against any liability asserted against or incurred by an officer, Director, employee or

agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

ARTICLE IX

RECORDS AND REPORTS

SECTION 9.01. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of the Board and committees of the Board.
- (c) A record of its members, giving their names and addresses and the class of membership held.

SECTION 9.02. INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and the records of each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 9.03. ANNUAL REPORT

Except as provided under Section 6321(c)(d) or (f) of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the corporation, the Board shall cause an annual report to be sent to all members of the Board. Such report shall contain the following information in reasonable detail:

- (i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (v) Any information required by Section 9.04.

SECTION 9.04. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The corporation shall prepare annually and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the corporation:

(a) Any transaction to which the corporation, its parent or its subsidiary was a party, and in which any Director or officer of the corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over fifty thousand dollars (\$50,000), or was one of a number of transactions with the same person involving, in the aggregate, over fifty thousand dollars (\$50,000).

(b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or Director of the corporation pursuant to Section 8.01 hereof.

The statement shall include a brief description of the transaction, the names of the Director(s) or officer(s) involved, their relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

ARTICLE X

CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term "person" includes both a legal entity and a natural person.

ARTICLE XI

AMENDMENTS

SECTION 11.01. ADOPTION OR AMENDMENT BY MEMBERS

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of ten (10) percent of the members of the corporation.

SECTION 11.02. AMENDMENT BY BOARD OF DIRECTORS

Subject to the right of members under Section 11.01 hereinabove, Bylaws other than a Bylaw fixing or changing the authorized number of Directors, or the minimum and maximum number of Directors, or a Bylaw materially and adversely affecting the rights of members as to voting or transfer, may be adopted, amended, or repealed by a majority vote of the Board of Directors.

SECTION 11.03. MAINTENANCE OF RECORDS

The Secretary of the corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official Bylaws of the corporation and is maintained with the official records of the corporation at the principal office of the corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Costa Mesa Men's Club, a California Nonprofit Public Benefit Corporation, and the above Bylaws, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on January 6, 2004, and by the required vote of the members on February 25, 2004

Executed on February 25, 2004, at Costa Mesa, California.

/s/ Loren P. Hansen
Loren P. Hansen, Secretary