



BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

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Rulemaking 06-05-028

(Filed May 25, 2006)

Rulemaking on the Commission's own Motion to review the telecommunications public policy programs.

NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION AND, IF REQUESTED (and checked), ALJ RULING ON SHOWING OF SIGNIFICANT FINANCIAL HARDSHIP

Customer (party intending to claim intervenor compensation): Latino Business Chamber of Greater Los Angeles			
Assigned Commissioner: John A. Bohn		Assigned ALJ: Maribeth A. Bushey	
I hereby certify that the information I have set forth in Parts I, II, III and IV of this Notice of Intent (NOI) is true to my best knowledge, information and belief. I further certify that, in conformance with the Rules of Practice and Procedure, this NOI and has been served this day upon all required persons (as set forth in the Certificate of Service attached as Attachment 1).			
Signature: /Jorge Corralejo/			
Date:	11/9/10	Printed Name:	Jorge Corralejo

PART I: PROCEDURAL ISSUES

(To be completed by the party ("customer") intending to claim intervenor compensation)

A. Status as "customer" (see Pub. Util. Code § 1802(b)): The party claims "customer" status because it (check one):	Applies (check)
1. Category 1: Represents consumers, customers, or subscribers of any electrical, gas, telephone, telegraph, or water corporation that is subject to the jurisdiction of the Commission (§ 1802(b)(1)(A))	✓
2. Category 2: Is a representative who has been authorized by a "customer" (§ 1802(b)(1)(B)).	
3. Category 3: Represents a group or organization authorized pursuant to its articles of incorporation or bylaws to represent the interests of residential customers, to represent "small commercial customers" (§ 1802(h)) who receive bundled electric service from an electrical corporation (§ 1802(b)(1)(C)), or to represent another eligible group.	✓
4. The party's explanation of its customer status, economic interest (if any), with any documentation (such as articles of incorporation or bylaws) that supports the party's "customer" status. Any attached documents should be identified in Part IV.	

B. Timely Filing of NOI (§ 1804(a)(1)):	Check
1. Is the party's NOI filed within 30 days after a Prehearing Conference? Date of Prehearing Conference:	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
2. Is the party's NOI filed at another time (for example, because no Prehearing Conference was held, the proceeding will take less than 30 days, the schedule did not reasonably allow parties to identify issues within the timeframe normally permitted, or new issues have emerged)?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
2a. The party's description of the reasons for filing its NOI at this other time: <i>Commissioners have expressed interest and support for our intervention in Phase II and want us to proceed where we believe we can be most effective. We do not plan on commenting beyond the scope of Phase II.</i>	
2b. The party's information on the proceeding number, date, and decision number for any Commission decision, Commissioner ruling, or ALJ ruling, or other document authorizing the filing of its NOI at that other time:	

PART II: SCOPE OF ANTICIPATED PARTICIPATION

(To be completed by the party ("customer") intending to claim intervenor compensation)

A. Planned Participation (§ 1804(a)(2)(A)(i)): See Exhibit "A" attached.
<ul style="list-style-type: none"> The party's description of the nature and extent of the party's planned participation in this proceeding (as far as it is possible to describe on the date this NOI is filed). The party's statement of the issues on which it plans to participate.

B. The party's itemized estimate of the compensation that the party expects to request, based on the anticipated duration of the proceeding (§ 1804(a)(2)(A)(ii)):				
Item	Hours	Rate \$	Total \$	#
ATTORNEY FEES				
Senior Counsel	70	535	37,450	
[Attorney 2]				
		Subtotal:	37,450	

EXPERT FEES				
Telecom/Wireless Expert	60	325	19,500	
[Expert 2]				
		Subtotal:	19,500	
OTHER FEES				
Law Intern	25	90	2,250	
Deputy 1	30	125	3,750	
		Subtotal:	6,000	
COSTS				
Misc		2000	2000	
[Item 3]				
		Subtotal:	2000	
TOTAL ESTIMATE \$:			64,950	
Comments/Elaboration (use reference # from above): The senior counsel is the most experienced in the state on diversity, the PUC and wireless/telecommunications issues.				
When entering items, type over bracketed text; add additional rows to table as necessary. Estimate may (but does not need to) include estimated claim preparation time. Claim preparation is typically compensated at 1/2 of preparer's normal hourly rate.				

PART III: SHOWING OF SIGNIFICANT FINANCIAL HARDSHIP

(To be completed by party ("customer") intending to claim intervenor compensation; see Instructions for options for providing this information)

	Applies (check)
A. The party claims "significant financial hardship" for its claim for intervenor compensation in this proceeding on the following basis:	
1. "[T]he customer cannot afford, without undue hardship, to pay the costs of effective participation, including advocate's fees, expert witness fees, and other reasonable costs of participation" (§ 1802(g)); or	✓
2. "[I]n the case of a group or organization, the economic interest of the individual members of the group or organization is small in comparison to the costs of effective participation in the proceeding" (§ 1802(g)).	✓
3. A § 1802(g) finding of significant financial hardship in another proceeding, made within one year prior to the commencement of this proceeding, created a rebuttable presumption of eligibility for compensation in this proceeding (§ 1804(b)(1)).	
ALJ ruling (or CPUC decision) issued in proceeding number:	
Date of ALJ ruling (or CPUC decision):	

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B. The party's explanation of the factual basis for its claim of "significant financial hardship" (§ 1802(g)) (necessary documentation, if warranted, is attached to the NOI): Attached is exhibit "B".

**PART IV: THE PARTY'S ATTACHMENTS DOCUMENTING SPECIFIC
ASSERTIONS MADE IN THIS NOTICE**

(The party ("customer") intending to claim intervenor compensation identifies and attaches documents (add rows as necessary.) Documents are not attached to final ALJ ruling.)

Attachment No.	Description
1	Certificate of Service
2	Exhibit A, B
3	Bylaws

ADMINISTRATIVE LAW JUDGE RULING¹
(ALJ completes)

	Check all that apply
1. The Notice of Intent (NOI) is rejected for the following reasons:	
a. The NOI has not demonstrated status as a "customer" for the following reason(s):	
b. The NOI has not demonstrated that the NOI was timely filed (Part I(B)) for the following reason(s):	
c. The NOI has not adequately described the scope of anticipated participation (Part II, above) for the following reason(s):	
2. The NOI has demonstrated significant financial hardship for the reasons set forth in Part III of the NOI (above).	
3. The NOI has not demonstrated significant financial hardship for the following reason(s):	
4. The ALJ provides the following additional guidance (see § 1804(b)(2)):	

¹ An ALJ Ruling will not be issued unless: (a) the NOI is deficient; (b) the ALJ desires to address specific issues raised by the NOI (to point out similar positions, areas of potential duplication in showings, unrealistic expectations for compensation, or other matters that may affect the customer's claim for compensation); or (c) the NOI has included a claim of "significant financial hardship" that requires a finding under § 1802(g).

IT IS RULED that:

	Check all that apply
1. The Notice of Intent is rejected.	
2. Additional guidance is provided to the customer as set forth above.	
3. The customer has satisfied the eligibility requirements of Pub. Util. Code § 1804(a).	
4. The customer has shown significant financial hardship.	
5. The customer is preliminarily determined to be eligible for intervenor compensation in this proceeding. However, a finding of significant financial hardship in no way ensures compensation.	

Dated _____, at San Francisco, California.

ADMINISTRATIVE LAW JUDGE

**Attachment 1:
Certificate of Service by Customer**

I hereby certify that I have this day served a copy of the foregoing **NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION** by (check as appropriate):

- hand delivery;
- first-class mail; and/or
- electronic mail

to the following persons appearing on the official Service List:

See attached service list.

Executed this 11th day of January, 2011 in San Bruno,
California.

/s/ Dyana Polk

Dyana Polk
1758 El Camino Real
San Bruno, CA 94066

Service List for R. 06-05-028

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MARGARET TOBIAS
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GLENN STOVER
JOHN A. GUTIERREZ
ANITA TAFF-RICE
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Exhibit A: Scope of Anticipated Participation.

We have been working with the Federal Communications Commission ("FCC") and with many wireless companies and potential competitors (including from Silicon Valley), and plan to bring to bear our expertise from these relationships and experience to Phase II of these proceedings. Our goal is to ensure that the 30% or more of our state's 15 million Latinos who are at 150% or below the poverty line have an opportunity to make a well-reasoned choice between wireless and landline choices. We are open to a wide range of options and will commence our involvement through meetings with CPUC staff, the FCC, wireless carriers and their competitors.

Exhibit B: Explanation of Financial Hardship

Previously, in its GO 156 intervention (R.09-07-027), the Latino Business Chamber of Greater Los Angeles was shown to have proven significant financial hardship. If the Commission desires, we are very willing to re-file our by-laws and supporting documentation.

Our organization serves directly or indirectly 500,000 small Latino-owned businesses. Our nonprofit's budget is less than \$500,000 annually, or less than one dollar per Latino business served or represented. A disproportionately large percentage of these Latino businesses are micro businesses that operate one person "shops" from their homes and rely on the landline but would prefer a modern and more useful cell phone.

None of our members are in a position to afford the expense of participation in the proceeding. In the absence of further eligibility, we would not be in a position to afford the expense of

participation in the OIR.

BYLAWS

OF

LATINO BUSINESS CHAMBER OF GREATER LOS ANGELES, INC.
A California Nonprofit Mutual Benefit Corporation

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BYLAWS

OF

LATINO BUSINESS CHAMBER OF GREATER LOS ANGELES, INC.

A California Nonprofit Mutual Benefit Corporation

Article I

Name

The name of this corporation is Latino Business Chamber of Greater Los Angeles, Inc.

Article II

Offices of the Corporation

A. Principal Office. The principal office for the transaction of the activities and affairs of the corporation (the "principal office") is located at 801 S. Grand Ave, Suite 400, Los Angeles, CA 90071. The Board of Directors (the "Board") may change the principal office from one location to another.

B. 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

A. General Purposes. This corporation is organized exclusively for the promotion of the common business purposes of its members within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law.

B. Limitations.

1. Notwithstanding any other provision of these bylaws, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

2. All corporate property is irrevocably dedicated to the purposes set forth in Article III, Section A above. No part of the net earnings of this corporation shall inure to the benefit of any of its Directors, trustees, Officers, private shareholders or members, or to individuals.

3. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized

and operated exclusively for the promotion of the common business purposes of Latino-owned and operated businesses in the greater Los Angeles area 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 Members

A. Membership. There shall be one class of members designated as "General Members." General Members of the corporation shall be those business entities that [have previously demonstrated and remain firmly committed to the promotion of Latino business interests in Los Angeles]. Each entity that satisfies this requirement shall be entitled to one General Membership.

"Associate Members" of the corporation shall be those persons, firms, corporations, or associations who wish to support the common purposes of the corporation and to participate in the services of the corporation but who do not qualify as General Members.

A person, firm, corporation, or association entitled to membership as set forth above may obtain membership by submitting an application to the corporation in the form prescribed by the Board and paying the application fee, if any, prescribed by the Board. A membership so issued shall continue until it terminates as provided by these bylaws.

Two or more persons or entities may have indivisible interests in a single membership of any class.

General Members shall have the right to vote, as set forth in Section B of this Article IV, for the election of directors, on a disposition of all or substantially all of the assets of the corporation, on a merger and on dissolution. Members of each class shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Nothing in this Section A shall limit the right of the corporation to refer to persons or entities associated with it as "members" even though those persons or entities are not members as defined above, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law or the foregoing provisions of this Section A, unless that person or entity has qualified for membership and has become and remains a member as set forth above. Only a General Member shall be considered a "member" within the meaning of California Corporations Code Section 5056.

The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member of any class, as set forth in this Article IV, upon any person or entity who does not have the right to vote on all of the matters set forth in the fourth paragraph of this Section A; provided however no such person or entity shall be a member within the meaning of Section 5056 or this Section A of Article IV.

In addition, in the exceptional circumstance where an individual or organization has a history of significant contributions to the Latino business community, but such individual or organization would not otherwise qualify as a General Member, the Board or a designated

committee thereof, may, in its sole discretion and on a case-by-case basis, grant General Membership to such individual or organization and determine the amount of dues owed by the same. The granting of such a General Membership by the Board shall not disqualify such individual or organization from standing as a candidate for the Board.

B. Voting Rights. Subject to Sections E and F of this Article IV, as to each matter submitted to a vote of the members, each General Member shall be entitled to cast a vote and each Associate Member shall not be entitled to cast a vote.

C. Membership Fee. Each member shall pay a membership fee and periodic dues and assessments in such amounts and at such times as shall be determined by the Board, which shall initially be as follows:

General Members	Annual Dues
New Start-Ups and Businesses with annual sales up to \$100,000	\$100.00
Businesses with sales between \$100,000 and \$2 million	\$200.00
Businesses with sales between \$2 million and \$10 million	\$300.00
Businesses with sales over \$10 million	\$500.00
Beneficiary Members	\$1,000.00
Associate Members	Annual Dues
Non-Profits	\$100.00
Students	\$25.00
Friends (Non Business Owners)	\$100.00
Corporate Membership	\$3,000.00

D. Transfer of Membership. The Board may provide for the transfer of memberships, subject to such restrictions or limitations as the Board deems appropriate, including transfer upon the death, dissolution, merger, or reorganization of a member.

E. Termination of Membership. The Board may terminate or suspend a membership or expel or suspend a member for nonpayment of fees, periodic dues, or assessments or for conduct which the Board deems not in the best interests of the corporation, including, without limitation, flagrant violation of any provision of these Bylaws or failure to satisfy membership qualifications. The Board shall give the member who is the subject of the proposed action 15 days' prior notice of the proposed expulsion, suspension, or termination and the reasons therefor. The member may submit a written statement to the Board regarding the proposed action not less than five days before its effective date. Before the effective date of the proposed action, the Board shall review any statement so submitted and shall determine the mitigating effect, if any, of the information contained in it on the proposed action. A suspended member shall not be entitled to exercise any of the voting rights set forth in Section B of this Article IV during the period of suspension. An expelled or terminated member shall cease to be a member on the effective date of expulsion or termination and will not be entitled to reimbursement for dues paid to the corporation.

F. Good Standing. Any member who shall fail to pay any installment of fees, periodic dues, or assessments for more than 90 days after their due date, and in any case prior to an election, shall not be in good standing and shall not be entitled to vote as a member.

G. Place of Meetings. Meetings of members shall be held either at the principal office of the corporation or at any other place within or outside the State of California that is designated either by the Board or by the written consent of all persons entitled to vote at the meeting, given either before or after the meeting and filed with the Secretary. If authorized by the Board in its sole discretion and subject to the requirement of consent in Corporations Code Section 20(b) and guidelines and procedures that the Board may adopt, members not physically present in person (or by proxy) at a meeting of members may, by electronic transmission by and to the corporation as provided in Corporations Code Sections 20 and 21 or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or by proxy) and vote at a meeting of members, whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, in accordance with the following paragraph.

A meeting of members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication. If a meeting is so held: (a) the corporation shall implement reasonable measures to provide members in person (or by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (b) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action shall be maintained by the corporation. Any requests by the corporation to a member pursuant to clause (b) of Corporations Code Section 20 for consent to conduct a meeting of members by electronic transmission by and to the corporation, shall include a notice that absent consent of the member pursuant to Corporations Code Section 20(b), the meeting shall be held at a physical location in accordance with the first paragraph of this Section G.

Guidelines and procedures adopted by the board referred to above shall include appropriate safeguards and restrictions of the kinds required by Corporations Code §§ 20 and 21, including appropriate passwords or other means of identification of members for purposes of transmissions to and by them.

H. Annual Meetings. Annual meetings of members shall be held on a date and at a time which shall be fixed by the Board. In any year in which directors are elected by members, the election shall be held at the annual meeting. Any other proper business may be transacted at the meeting.

I. Special Meetings. Special meetings of members may be called for any lawful purpose at any time by the Board, the Chairman of the Board, the President, and by request of at least five percent of the members. Upon request in writing to the corporation addressed to the attention of the Chairman of the Board, the President, any Vice President, or the Secretary by any person(s) (other than the members of the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that

a meeting will be held at a time fixed by the Board, not less than 35 nor more than 90 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the person(s) entitled to call the meeting may give the notice.

J. Notice of Annual or Special Meetings. Written notice of each annual or special meeting of members shall be given not less than 10 nor more than 90 days before the date of the meeting to each member entitled to notice of it; provided, however, that if notice is given by mail and is not mailed by first-class, registered, or certified mail, the notice shall be given not less than 20 days before the meeting. The notice shall state the place, date and hour of the meeting, the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting, and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for action by the members. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.

Any approval of the members, other than unanimous approval by those entitled to vote, under the following sections of the California Corporations Code shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting or in any written waiver of notice:

1. Corp. Code § 7222: removal of directors or reduction in number of directors;
2. Corp. Code § 7224: filling vacancies on the board resulting from removal by members;
3. Corp. Code § 7233: contracts in which a director has a material financial interest;
4. Corp. Code § 7812: certain amendments of the articles of incorporation;
5. Corp. Code § 8610: election to wind up and dissolve; and
6. Corp. Code § 8719: certain distributions during winding up other than cash to a class of members.

Notice of a members' meeting shall be given either personally, (subject to the provisions and requirements of the last paragraph of Section G of this Article IV) by electronic transmission by the corporation, or by mail or by other means of written communication, addressed to a member at the address of the member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice, or, if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the

time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

If any notice or report addressed to a member at the address of the member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at that address, all future notices or reports shall be deemed to have been duly given without further mailing if the notice or report shall be available for the member upon written demand at the principal office of the corporation for a period of one year from the date of the giving of the notice or report to all other members.

Notice given by electronic transmission by the corporation as provided above shall be valid only if it complies with Corporations Code Section 20. Further, notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation as provided in this section after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means; or (b) the inability to so deliver the notice to the member becomes known to the Secretary, any assistant secretary, the transfer agent or any other person responsible for giving the notice.

K. Quorum. A majority of the voting power, represented at the meeting in person or by proxy shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the 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 class is required by law, by the Articles, or by these Bylaws, except as provided in the following sentence. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members 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 or by such greater number, if any, required by the Nonprofit Mutual Benefit Corporation Law, the Articles or these Bylaws.

L. Adjourned Meetings and Notice Thereof. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented at the meeting in person or by proxy but in the absence of a quorum (except as provided in Section K of this Article IV) no other business may be transacted at the meeting. No meeting may be adjourned for more than 45 days.

It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at it, other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate). If, however, 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 adjourned meeting, is entitled to vote at the meeting, as in the case of the meeting as originally called.

M. Voting. The only members entitled to notice of any meeting or to vote at any meeting shall be persons in whose name General Membership stand on the records of the corporation on the record date or dates determined in accordance with Section N of this Article IV. Subject to the following sentence and to the provisions of Section 7615 of the California Nonprofit Mutual Benefit Corporation Law, every member entitled to vote at any election of directors may cumulate that member's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the member is normally entitled, or distribute the member's votes on the same principle among as many candidates as the member thinks fit. No member shall be entitled to cumulate votes for a candidate or candidates pursuant to the preceding sentence unless the candidate's name or candidates' names have been placed in nomination before the voting and the member has given notice at the meeting before the voting of the member's intention to cumulate the member's votes. If any one member has given such notice, all members may cumulate their votes for candidates in nomination.

Elections need not be by ballot; provided, however, that an election of directors must be by ballot if demanded by a member at the meeting before the voting begins.

In any election of directors, the candidates receiving the highest number of votes are elected, up to the number of directors to be elected, regardless of whether a majority vote is obtained.

If a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, voting trustees, persons entitled to vote under a voting agreement or otherwise, or if two or more persons (including proxyholders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

1. If only one votes, that act binds all; or
2. If more than one votes, the act of the majority so voting binds all.

Voting shall in all cases be subject to the provisions of Chapter 6 of the California Nonprofit Mutual Benefit Corporation Law.

N. Record Date. The Board may fix, in advance, a record date for the determination of the members entitled to notice of any meeting of members or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than 60 days nor less than 10 days before the date of the meeting nor more than 60 days before any other action. When a record date is so fixed, only members of record on that date are entitled to notice, to vote, or to exercise the rights for which the record date was fixed. A determination of members of record entitled to notice of a meeting of members shall apply to any adjournment of the

meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than 45 days.

If no record date is fixed by the Board, the record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. If no record date is fixed by the Board, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members. The record date for determining members for any purpose other than set forth in this Section N or Section J of this Article IV shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth day before the date of such other action, whichever is later.

O. Consent of Absentees. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person or by proxy and if, either before or after the meeting, each of the persons entitled to vote who was not present in person or by proxy provides a waiver of notice or a consent to the holding of the meeting or an approval of the minutes of the meeting in writing. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at the meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the California Nonprofit Mutual Benefit Corporation Law to be included in the notice but not so included, if the objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes of the meeting, except as provided in Section 7511(f) of the California Nonprofit Mutual Benefit Corporation Law.

P. Action Without Meeting. Subject to Sections 7511, 7513, and 7514 of the California Nonprofit Mutual Benefit Corporation Law, any action except election of directors that, under any provision of the California Nonprofit Mutual Benefit Corporation Law, may be taken at any regular or special meeting of members, may be taken without a meeting if (a) the written ballot of every member is solicited by the corporation in conformity with those Code sections, (b) the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (c) the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a record date for voting purposes is fixed as provided in Section N of this Article II, the record date for determining members entitled to cast written ballots pursuant to this Section P, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited, whichever is first. If approved by the board of directors, written ballots and any related material may be sent by electronic transmission by the corporation and

responses may be returned by electronic transmission to the corporation as those terms are used and subject to the applicable provisions of Section G of this Article IV.

Alternatively, any action required or permitted to be taken by the members may be taken without a meeting, if all members individually or collectively consent in writing (including by electronic transmission to the corporation) to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members.

Q. Proxies. Every person entitled to vote a membership has the right to do so either in person or by one or more persons authorized by a written proxy executed by the member and filed with the Secretary. Except as otherwise provided in Corporations Code Section 7613, a duly executed proxy is not revoked and continues in full force and effect in accordance with its terms until revoked by the person executing it before the vote pursuant thereto. A proxy may be revoked either (a) by a writing delivered to the Secretary of the corporation stating that the proxy is revoked, (b) by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or (c) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy; but no proxy shall be valid after the expiration of 11 months from the date of its execution unless it otherwise provides and except that the maximum term of any proxy shall be three years from its date of execution. The dates contained on proxies presented to a meeting presumptively determine the order of their execution, regardless of postmark dates on envelopes in which they may have been mailed, but if there is no date on a proxy, the postmark date on the envelope in which it was mailed shall be presumed in the absence of information to the contrary to be the date of execution of the proxy.

R. Neutral Inspectors of Election. In advance of any meeting of members, the Board may appoint neutral inspectors of election to act at the meeting and any adjournment of it. If neutral inspectors of election are not appointed in advance of a meeting, or if any persons so appointed fail to appear or refuse to act, the presiding officer of the meeting may, and on the request of any member or member's proxy shall, make such appointment at the meeting. The number of neutral inspectors shall be three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine which neutral inspectors are to be appointed. In the case of any action by written ballot without a meeting as provided for in Section 16 of this Article II, the Board may also appoint neutral inspectors of election.

Whether the election is at a meeting or by written ballot without a meeting, the powers and duties of the neutral inspectors shall be as prescribed by Section 7614(b) of the California Nonprofit Mutual Benefit Corporation Law and shall include: determining the number of memberships outstanding and the voting power of each; determining the memberships represented at the meeting (or consenting); determining the existence of a quorum; determining the authenticity, validity, and effect of proxies (if proxies are allowed); receiving votes, ballots, or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all members. If there are three neutral inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

S. Conduct of Meeting. The President shall be the Presiding Officer at all meetings of the members. The Presiding Officer shall conduct each meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The Presiding Officer's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote on the ruling is made to the members entitled to vote and which are represented in person or by proxy at the meeting, in which case the decision of a majority of the voting power represented at the meeting shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the Presiding Officer shall have all of the powers usually vested in the chair of a meeting of members.

Article V Directors

A. Powers.

1. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

2. Specific Powers. Without prejudice to the general corporate powers set forth in Article V, Section A.1 of these bylaws, but subject to the same limitations, the Directors shall have the power to:

(a) Appoint and remove, at the pleasure of the Board, all of the corporation's Officers, agents, and employees; 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.

(b) Change the principal office or the principal business office in 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 California.

(c) Adopt and use a corporate seal.

(d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; provided, however, that any indebtedness greater than \$200,000 may not be incurred without the approval of sixty percent (60%) of the directors.

B. Number of Directors.

1. **Authorized Number.** The authorized number of Directors of this corporation shall consist of at least seven (7) but no more than thirteen (13) Directors, but such numbers may be increased or decreased by amendment to these bylaws in the manner set forth in Article XII hereof.

2. **Restriction on Interested Persons as Directors.** No more than forty nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person 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, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother in law, sister in law, son in law, daughter in law, mother in law, or father in law of 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.

C. Election and Term of Office.

1. **Term.** The initial Directors of the corporation shall be: Jorge Corralejo, Javier Pacheco, Jim Contreras, Victor Florian, Jonathan Sanchez, Fernando Torres-Gil, Michael Luna, Irene Portillo, Raquel de la Hoya, Frank Villalobos, Gil Vasquez, Daniel Valle and Alberto Alvarado. Each initial Director shall hold office for four (4) years and until a successor has been elected and qualified. Thereafter, the directors shall be elected at every other annual meeting of Members, with the directors then elected serving two (2) year terms. If any annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of Members held for that purpose. Each newly elected director shall hold office until the next annual meeting of Members where director elections take place and until a successor has been elected and qualified.

2. **Qualifications.** The elected Directors shall consist of persons interested in promoting and encouraging the common business purposes of the corporation's members within the meaning of Section 501(c)(6) of the Internal Revenue Code. All candidates for director must be general members in good standing with the corporation, as prescribed in Article IV. All candidates for director must have been a general member of the corporation for twelve (12) months prior to their election.

D. Vacancies on Board.

1. **Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director; (b) 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, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Mutual Benefit Corporation Law. A Director who was designated as a Director, (rather than elected) may be removed by vote of the Board.

2. **Resignations.** Except as provided below, any Director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the corporation would be left without a duly elected Director or Directors.

3. **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 that Director's term of office expires.

E. Director's Meetings.

1. **Place of Meetings.** Meetings of the Board may be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

2. **Meetings by Telephone.** A member of the Board may participate in a meeting by telephone, electronic video screen, or other communications equipment if:

(a) each participating Board member can communicate with all members concurrently;

(b) each Board member is provided the means of participating in all matters before the Board, including the capacity to propose or object to a specific action; and

(c) the corporation adopts and implements a procedure which verifies that:

(i) a person who is communicating by such means is a Director entitled to participate in the Board meeting, and

(ii) all statements, questions, actions, or votes were made by that person and not by another person not permitted to participate as Director.

3. **Annual Meeting.** During any period of time during which the corporation has three (3) or more Directors, the Board shall hold an annual meeting for the transaction of business in October each year. Notice of this meeting is not required.

4. **Other Regular Meetings.** Other regular meetings of the Board may be held without notice at such time and place as the Board shall fix from time to time.

5. **Special Meetings.**

(a) **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, the Secretary, or any two Directors.

(b) **Notice.**

(i) **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 prepaid; (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; (4) by telegram, charges prepaid, or (5) by electronic mail ("e-mail"). Written notice may include facsimile, telegram, and electronic devices. Oral notice may include communication by electronic devices. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

(ii) **Time Requirements.** Notices sent by first class mail shall be deposited in the United States mail at least four (4) business days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph or e-mail shall be delivered, telephoned, or given to the telegraph company at least two (2) business days before the time set for the meeting.

(iii) **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. Such notice need not specify the purpose of the meeting.

6. **Quorum.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions related to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common Directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7. **Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of 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 meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

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

9. **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. If the original meeting is adjourned for more than twenty-four (24) hours, 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.

10. Action Without A Meeting. Any action that the Board is required or permitted to take may be taken without a meeting, if all members of the Board consent in writing to the action. The consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

F. Compensation and Reimbursement. Directors may receive such compensation, if any, for their services as Directors or Officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

G. Committees of Board of Directors.

1. Creation and Powers of Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one (1) or more committees, made up only of Directors and consisting of at least two (2) members, 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 (1) or more Directors as alternate members of any such committee, who may replace any absent members at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- (a) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or any committee of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board or appoint the members of committees of the Board;
- (g) Expend corporate funds to support a nominee for Director if more have been nominated for Director than can be elected; or

(h) 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 provided in Corporations Code Section 7233(d).

2. Meetings and Action of Committees. Meetings and actions of committees of the Board shall be governed by, held and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules, the committee may do so.

Article VI Officers

A. Officers of the Corporation. The Officers of the corporation shall be a President, a Senior Vice President, an Executive 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 assistant Secretaries, one or more assistant Treasurers, and such other Officers as may be appointed in accordance with Article VI, Section C 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 either the President or the Chairman of the Board. The President and Chairman of the Board may, but need not be, the same person.

B. Election of Officers. The Officers of the corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under any contract of employment.

C. Other Officers. The Board may appoint any other Officers that the corporation may require. In addition, the Board may authorize the Chairman of the Board or the President to appoint any other Officers that the corporation may require. Each Officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board.

D. Removal of Officers. Without prejudice to any rights of an Officer under any contract of employment, any Officer may be removed with or without cause by the Board and also, if the Officer was not chosen by the Board, by any Officer on whom the Board may confer that power of removal.

E. Resignation of Officers. Any Officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

F. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these

bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

G. Responsibilities of Officers.

1. **Chairman of the Board.** If a Chairman of the Board is elected, he or she shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Chairman of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the President of the corporation prescribed by these bylaws.

2. **President.** Subject to such supervisory powers as the Board may give to the Chairman of the Board, if any, and subject to the control of the Board, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and Officers. The President shall preside at all members' meetings, if any, and, in the absence of the Chairman of the Board, or if there is none, at all Board meetings. The President shall have such other powers and duties as the Board or the bylaws may prescribe, including holding regular meetings of the officers of the corporation.

3. **Senior Vice President.** If the President is absent or disabled, the Senior Vice President, shall perform all duties of the President. When so acting, the Senior Vice President shall have all powers of and be subject to all restrictions on the President. The Senior Vice President shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

4. **Executive Vice President.** If the President and Senior Vice President are absent or disabled, the Executive Vice President, shall perform all duties of the President. When so acting, the Executive Vice President shall have all powers of and be subject to all restrictions on the President. The Executive Vice President shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

5. **Secretary.**

(a) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings, if any. The minutes of meetings shall include the time of and place that the meeting was held, whether the meeting was annual, regular, special or general and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings, if any. The Secretary shall keep or have kept at the principal office in California a copy of the articles of incorporation and bylaws, as amended to date.

(b) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the members, if any, of the Board, and of committees of the Board required by the bylaws. The Secretary shall keep the corporate seal in safe custody, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

6. **Treasurer.**

(a) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(b) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(c) **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 of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Article VII
Other Provisions Regarding Directors and Officers

A. Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a Director or Officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses by the corporation.

B. Contracts with Directors and Officers. No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding the Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Article does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Article VIII Indemnification

A. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, 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 that Section. "Expenses", as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

B. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine in accordance with Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if it has, 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 prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members, if possible. At that meeting, the members shall determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if it has, the members present at the meeting in person shall authorize indemnification.

C. Advancement of Expenses. To the fullest 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 Article VIII, Sections A and B of these bylaws in defending any proceeding covered by those Articles shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Article IX Insurance

The corporation shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents against any liability asserted against or incurred by any 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 X Records and Reports

A. Maintenance of Corporate Records. The corporation shall keep adequate and correct books and records of account; and written minutes of the proceedings of its members, if any, the Board of Directors, and committees of the Board. The Secretary shall keep all corporate records up to date and in the principal office of the corporation. All records shall be updated within 15 days of any corporate action.

B. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

C. Annual Report. The Board shall cause an annual report to be provided to its Directors within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
4. The expenses or disbursements of the corporation for both general and restricted purposes.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized Officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors.

Article XI Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these

bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Article XII

Amendments

A. General. The Board of Directors may adopt, amend or repeal these bylaws unless the action would materially and adversely affect the corporation's purposes or the corporation's status as an organization exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described within Section 501(c)(6) of the Internal Revenue Code. A vote of sixty percent (60%) of the directors shall be required to amend any provision of these bylaws.

B. High Vote Requirement. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Article XIII

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 within one hundred twenty (120) days after the end of the corporation's fiscal year, 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:

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

1. Any Director or Officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

2. 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 partner, only the interest of the partnership need be stated.

B. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the corporation under these bylaws, unless that indemnification has already been approved by the members under Corporation Code Section 7237(e)(2).

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS**

OF

**LATINO BUSINESS CHAMBER OF
GREATER LOS ANGELES FOUNDATION, INC.**
A California Nonprofit Public Benefit Corporation

AHN: Jim C.
By-laws

Foundation

8 pgs
Polina
CBC

In lieu of an organizational meeting, the undersigned, being all of the directors of Latino Business Chamber of Greater Los Angeles Foundation, Inc., a California Nonprofit Public Benefit Corporation (the "Corporation"), hereby adopt the following recitals and resolutions by written consent thereto, effective as of _____ [], 2008, hereby waiving all notice of and the holding of the first meeting of the Board of Directors to act upon such resolutions.

RESIGNATION OF INCORPORATOR

WHEREAS, an Action by Incorporator was presented to the Board of Directors regarding resignation of the incorporator.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby accepts the resignation of the incorporator and that the incorporator be and hereby is held harmless from liability.

MINUTE BOOK

RESOLVED, that the Corporation maintain a minute book containing this consent and the minutes of all the subsequent meetings of the Board of Directors of the Corporation and such other documents as the Board of Directors of the Corporation may from time to time direct.

ARTICLES OF INCORPORATION FILED

RESOLVED, that the Articles of Incorporation of the Corporation as filed with the Secretary of State of California on _____ [], 2008, Corporate Number [] and duly certified, have been reviewed and the contents are hereby ratified and approved by this Board of Directors.

BYLAWS

RESOLVED, that this Board of Directors hereby approves the adoption of Bylaws by the incorporator in the form presented to this Board until amended or repealed in accordance with applicable law, effective immediately; and

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to execute a certificate of the adoption of said Bylaws by the incorporator and to attach such Certificate of Secretary to the Bylaws in the minute book of the Corporation. The Secretary is hereby further instructed to see that a copy of said Bylaws, similarly certified, is kept at the principal executive office of the Corporation, in accordance with Section 5160 of the California Nonprofit Corporation Law.

CONFLICT OF INTEREST POLICY

WHEREAS, the Board of Director believes it is in the best interest of the Corporation to adopt a Conflict of Interest Policy.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the adoption of a Conflict of Interest Policy in the form presented to this Board.

ELECTION OF OFFICERS

RESOLVED, that the following persons are elected to the offices indicated after their name herein below for the term provided by the Bylaws of the Corporation:

<u>Name</u>	<u>Office</u>
Jorge Corralejo	President
Frank Villalobos	Senior Vice President
Gil Vasquez	Executive Vice President
Victor Florian	Secretary
Raquel M. de la Hoya	Treasurer

INCORPORATION EXPENSES

RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to pay directly (or reimburse) the expenses of the incorporation and organization of the Corporation.

REIMBURSEMENT OF EXPENSES

RESOLVED, that the Corporation shall pay directly or reimburse each officer and director for any and all reasonable necessary expenses which they incur in connection with the purposes of the Corporation and in furtherance of its business.

OTHER FILINGS

RESOLVED, that each of the officers of the Corporation is authorized and directed to make such filings and applications, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary in order to obtain such licenses, authorizations and permits as are necessary or desirable for the Corporation's business, to fulfill such legal requirements as are applicable to the Corporation or its business or to complete the organization of the Corporation.

AGENT FOR SERVICE OF PROCESS

RESOLVED, that Raquel de la Hoya is designated as the agent of the Corporation for the purpose of service of process, to serve as such agent until her resignation or a new agent for service of process is designated by the Board of Directors of the Corporation.

PRINCIPAL EXECUTIVE OFFICE LOCATION

RESOLVED, that 801 S. Grand Ave, Suite 400, Los Angeles, CA 90071, be and hereby is, designated and fixed as the principal executive office for the transaction of the business of the Corporation.

ACCOUNTING YEAR

RESOLVED, that the Corporation hereby adopts an accounting year as follows:

Accounting Year Begins:	January 1
Accounting Year Ends:	December 31

BANK RESOLUTIONS

RESOLVED, that the President and Treasurer are hereby authorized:

(a) To designate one or more banks, trust companies, or other similar institutions, as depositories of the funds, including, without limitation, cash and cash equivalents, of the Corporation;

(b) To open, keep, and close general and specific bank accounts, including general deposit accounts, payroll accounts, and working fund accounts, with any such depository;

(c) To cause to be deposited in such accounts with any such depository, from time to time, such funds, including, without limitation, cash and cash equivalents of the Corporation as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to make such deposits and to endorse checks, drafts, or other instruments for such deposit;

(d) To sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any funds deposited in such accounts;

(e) From time to time to designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts, and to revoke any such designation;

(f) To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts, or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures;

(g) To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable; and

(h) To complete, execute, and/or certify any customary printed blank signature card forms in order conveniently to exercise the authority granted by this resolution

and any resolutions printed thereon shall be deemed adopted as a part hereof.

RESOLVED FURTHER, that all form resolutions required by any such depository as presented to this Board of Directors are hereby adopted in such form utilized by the depository, and the Secretary of the Corporation is hereby authorized to certify such resolutions as having been adopted by this Board of Directors and is directed to insert the form of such resolutions in the minute book immediately following this consent; and

RESOLVED FURTHER, that any such depository to which a copy certified by the Secretary or an Assistant Secretary of the Corporation of these resolutions shall have been delivered shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the Board of Directors of the Corporation.

EXEMPTIONS FROM FEDERAL AND CALIFORNIA TAXES

RESOLVED, that the that the President and Treasurer consult with legal counsel to ascertain the availability of exemptions from taxation under the federal and California tax laws and, if such exemptions are available, the President is authorized and directed to execute and file all necessary applications for exemption from those taxes with the appropriate state and federal tax authorities, and to pay necessary filing fees.

STATEMENT BY DOMESTIC NONPROFIT CORPORATION

RESOLVED, that the officers of the Corporation and each of them are authorized and directed to execute and file with the office of the California Secretary of State, at the times required by law, the annual statement required by the California Corporations Code to be filed by domestic nonprofit corporations.

REGISTRATION WITH STATE ATTORNEY GENERAL, REGISTRAR OF CHARITABLE TRUSTS

RESOLVED, that no later than thirty days after the receipt of assets to be applied to the charitable purposes for which the Corporation was organized, the President is directed to register the Corporation with

the Registrar of Charitable Trusts, Office of the Attorney General of California; and

RESOLVED, FURTHER, that the President is directed to make periodic filings as required by the Attorney General describing the financial activity of the Corporation and the distribution of the assets held for charitable purposes.

EMPLOYER IDENTIFICATION NUMBERS

RESOLVED, that the officers of the Corporation and each of them are authorized and directed to make such filings and applications as are necessary to secure for the Corporation a federal and California employer identification number.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

RESOLVED, it is in the best interest of the Corporation to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents against any liability that may be asserted against such persons in their capacity as such, or arising out of such status. The officers of the Corporation are hereby authorized and directed to take whatever action may be necessary to purchase such insurance and to have the Corporation pay the premium payments called for under such a policy.

NONPROFIT MAILING PERMIT

RESOLVED, that the officers of the Corporation and each of them are authorized and directed to make such filings and applications as are necessary to secure for the Corporation a nonprofit mailing permit if deemed necessary or advisable by the officers of the Corporation.

ANNUAL MEETING

RESOLVED, that this Board of Directors through the approval of the Bylaws, has set the annual meeting of the Board of Directors of the Corporation as follows:

Date:	October
Time:	As determined by the Board
Place:	Corporate offices, or any other place as determined by the Board.

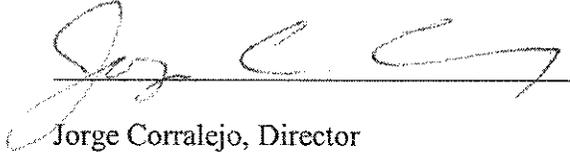
ENABLING RESOLUTION

RESOLVED that any officer or director of the Corporation is hereby authorized, empowered and directed to prepare, execute and deliver all such documents and instruments and to take all such actions as such officer or director may deem necessary or advisable in order to carry out and perform the purposes of the foregoing resolutions.

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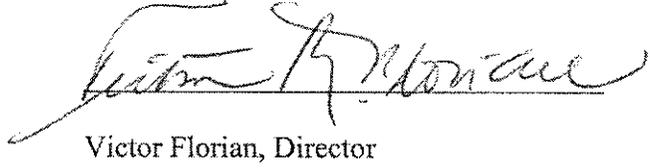
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the dates set forth opposite their names, thereby agreeing that the foregoing resolutions shall be of the same force and effect as if regularly adopted at a meeting of the Board of Directors of the Corporation held upon due notice.

Dated: 6/11/08



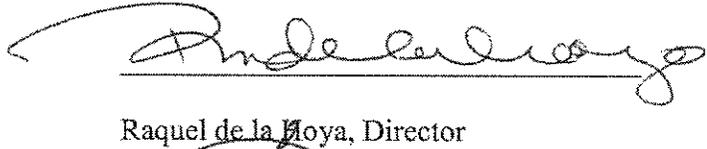
Jorge Corralejo, Director

Dated: 6-13-08



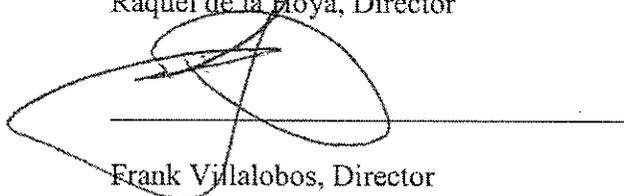
Victor Florian, Director

Dated: 6/16/08



Raquel de la Hoya, Director

Dated: 6/13/08



Frank Villalobos, Director

Dated: 6/11/08



GILBERT R
Gil Vasquez, Director

Dated: _____

Monica Gomez, Director

Dated: _____

David Blanco, Director