

In God We Trust
**BYLAWS
OF
EVECINA CULTURAL AND EDUCATIONAL FOUNDATION, INC.**

ARTICLE I.
NAME AND LOCATIONS

Section 1.1 Name The name of the corporation shall be “Evecina Cultural and Educational Foundation” a California non-profit public benefit corporation, hereinafter referred to as “ECECF”

Section 1.2 Principal Executive office The principal Executive office of this corporation in the State of California shall be located at 15560 Rockfield Blvd Suite A, In the City of Irvine, in County of Orange. The Board of Directors (hereinafter referred to as Board) is hereby granted full power and authority to change said principal executive office from one location to another.

Section 1.3 Other offices The Corporation may have such other offices, either within or without the County of Orange, State of California, as Board from time to time may determine.

ARTICLE II.
DEFINITIONS

Section 2.1 Family. For the purpose of these Bylaws, the term “family” shall mean husband, wife, with/without children and single parents. A family is considered one member.

Section 2.2 Days. Unless stated otherwise in these Bylaws, the term “days” shall mean calendar days.

Section 2.3 Shura Council . Shura Council, hereinafter referred as Shura, consists of Executive Officers (President, Treasurer, and Secretary) and the Chairperson of each committee

Section 2.4 Mathematical calculations. A majority shall be any amount greater than fifty percent (50%). A supermajority shall be any amount greater than sixty-six percent (66%).

ARTICLE III.
MEMBERSHIP AND DUES

Section 3.1 Classes of membership and qualifications

The corporation shall have two (2) Classes of members: Active Members and Voting Members. A family is considered one member. Adults, eighteen years or older, in each family, who wish to establish their individual- membership status apart from their family, may proceed in the same manner as family membership is established. No more than one membership may be held by any one person. Except as provided in or authorized by ECEF articles or bylaws, all memberships shall have the same rights, privileges, preferences, restrictions and conditions. Particular qualifications for each class are as follow :

- (a) **Active members.** Each family or individual-member shall start membership as an Active member. Membership shall commence from the date of receipt of all the admission requirements and approvals as follows:
 - i. Complete the ECEF membership application and be approved by membership committee and President. The Board reserves the right, from time to time, to modify the application form and the manner by which application may be made for membership
 - ii. Pay the monthly dues as established by the Board.
 - iii. Remain in compliance with all provisions of ECEF Articles of incorporation, Bylaws, and all amendments, policies and procedures, rules or regulations established by Board, or it's authorized agents, for orderly operation in ECEF.
 - iv. Agree to the binding arbitration (as articulated in Attachment "A", Section 13.1) in case of disagreement or dispute with ECEF agents, or with other members of ECEF

- (b) **Voting members.** Any Active member shall become eligible to become a voting member upon meeting the following qualifications:
 - i. Be eighteen at least (18) years of age.
 - ii. Has been an active member in good standing for at least nine (9) continuous months immediately preceding the voting date.
 - iii. Has paid the monthly membership dues continuously and is not been in default.
 - iv. Eligibility as a Voting Member has been verified by the Membership Committee.

Section 3.2 Denial to membership.

- (a) **Active membership.** Membership Committee shall have thirty (30) days from the date of receipt of all the membership requirements to deny Active membership for a reasonable cause, and inform the applicant of such denial in writing. A supermajority vote by show of hands of the Membership Committee members present at a duly called regular or special meeting shall be required to deny any Active membership.
- (b) **Board action for membership denial.** Membership committee actions denying an Active or Voting membership shall be approved by Board of Directors within thirty (30) days of the committee's action. If the committee fails to present the matter to Board within thirty (30) days or if Board fails to confirm the committee's action within thirty (30) days of the committee's action, the membership shall be treated as approved.
- (c) **Voting membership.** Whenever an Active member is denied to become a Voting member, the membership chairperson shall inform the member in writing of the reason for denial no less than thirty (30) days prior to the date on which the member becomes eligible to become a Voting Member.

Section 3.3 Certificate of membership. Membership certificate shall not be issued by this corporation.

Section 3.4 Monthly Membership Dues. Treasurer, in consultation with Board and Shura Council shall determine the amount of monthly dues. A family shall be considered as one individual member and shall pay one due each month. Monthly dues shall be paid in advance on or before first day of each month. Dues for new members shall be prorated from the time a new member is elected to membership for the remainder of the month. Any increase or decrease in the amount of dues shall be established at the discretion of Board, in consultation with Treasurer, and Shura Council; written notice of such change may be mailed to each member with the notice of annual meetings, effective date for such change shall be, at least, sixty (60) days after the date notice is mailed to each member. Membership dues may be waived at the discretion of Executive Officers and Chair of Membership Committee. Members who perform continuous-volunteer services for ECEF, and do not wish to receive any salary or monetary compensation, may request a waiver of dues from membership chair.

Upon approval, a waiver will be issued for the duration of time that member is contributing as a volunteer.

Section 3.5 Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this corporation. Nor shall any of such property or asset be distributed to any member upon dissolution or winding up.

Section 3.6 Liability of members. No member shall be personally liable for any of its debts, liabilities, or obligations. Nor shall any member be subject to any assessment.

Section 3.7 Transfer of membership. Membership in this corporation is nontransferable.

Section 3.8 Termination of membership, and reinstatement. The Board, by a supermajority vote, in a duly called meeting of the Board and president may terminate membership if it finds that a member is in violation of any one of the following:

- (a) Member is in default on the payment of monthly dues for a period of three (3) consecutive months;
- (b) Member's conduct is disorderly or disruptive to other members, staff, or ECEF operations;
or
- (c) Member is in violation of Articles of Incorporation, Bylaws, policies, or procedures which have been established for orderly operation in ECEF.

Termination must be done in good faith and in a fair and reasonable manner in conformity with the provisions of California Corporations Code (Section 5341 and 5342). Board shall provide giving of thirty (30) days prior notice of the termination and the reason therefor, and provide an opportunity for the member to be heard orally or in writing, not less than five (5) days before the effective date of termination, by a body authorized to decide that the proposed termination not take place. Such notice shall be given by registered mail sent to the last address of the member shown on the corporation's records. Individuals, whose memberships have been terminated in accordance with Section 5341 of Corporations Code, may apply for reinstatement in the same manner as Active membership is initiated, provided that all unpaid dues, and charges incurred before the termination are paid in full.

Section 3.9 Automatic termination of membership.

Membership shall be automatically terminated if a member is in default of monthly dues for a period of six (6) consecutive months.

Section 3.10 Resignation. Any member may resign by filing a written resignation with the membership committee chairperson. Such resignation shall not relieve the member from obligations to pay any dues or charges which have accrued and remain unpaid.

Section 3.11 Status of existing members. Upon execution of these Bylaws, status of all the existing members shall be processed as follow:

- (a) All existing members shall be given six (6) months from the date of the adoption of these Bylaws to sign an arbitration agreement. If any existing member fail to sign the arbitration agreement within six (6) months of the adoption of these Bylaws, their membership with ECEF shall be terminated.
- (b) All members shall be assigned either Active or Voting member status by the membership committee per Section 3.1.

ARTICLE IV.

MEETINGS OF MEMBERS

Section 4.1 Annual meetings.

Annual meeting of members shall be held in May, but not later than June 15th. At such meetings Board of Directors shall be elected, Annual Reports, Financial Statement, and other affairs of the corporation which are within the powers of the members shall be considered. Both Active and Voting members attending the annual meeting shall be eligible to participate in the discussion of Annual and Financial Reports.

Section 4.2 Special meetings. special meetings of members for any lawful purpose under the California Corporation Law, Articles of Incorporation, and bylaws of this corporation may be called by the Board at any time upon:

- (a) The vote for such meeting by majority of a quorum of the Board.

- (b) By the President.
- (c) Submission of a written petition to Chairman of the Board by not less than twenty percent (20%) of the Voting members. In such event, the secretary shall cause notice to be given to Voting members, according to provisions of these Bylaws. The Chairman of Board and Secretary shall have ten (10) days from the date of receipt of petition to check the membership status and signature of persons signing the petition to determine and declare the petition is valid. If a valid petition requesting a special meeting is submitted, the Chairman of Board shall call the special meeting to be held not less than twenty (20) days nor more than ninety (90) days after the petition is declared valid. If the petition is declared invalid, the Chairman of Board shall inform the persons signing the petition in writing of the reasons for such determinations within fifteen (15) days of making the determination. Except in special cases where other express provisions are made by statutes, notice of special meetings shall be given in the same manner as for annual meetings. In addition, notice of any special meeting shall specify the specific nature of those matters that Board intends to present for action by the members; no other business may be transacted at such meeting.

Section 4.3 Place of meetings. Board may designate any place, either within or out of the State of California as the place of meeting for any annual or special meeting of members. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal executive office of the corporation. However, if all members shall meet at any time and place, either within or out of the State of California, and consent to holding of a meeting, such meeting shall be valid without call or notice; at such meeting any corporate action may be taken.

Section 4.4 Notice of meetings. Written or printed notice of each annual or special meeting of members shall be given to each member entitled to vote, by or at the direction of the secretary. Notice of meeting shall be deemed delivered when deposited in the United State postal services, first class, postage prepaid, addressed to the member at such member's address as it appears on the books of the corporation at the time of mailing.

Section 4.5 Time of Notice . Notice of annual or special meeting of the members shall be given to each member entitled to vote not less than ten (10) days nor more than ninety (90) days prior to the date of such meeting.

Section 4.6 Contents of notice. The notice of any annual meeting of members shall specify:

- (a) The place, the date, and the hour of such meeting.
- (b) Those matters which the Board, at the time of the notice, intends to present for action by the members.
- (c) Reports of affairs of the corporation, Annual Reports and Financial Statement, and such other corporate business actions which are within the powers of the members
- (d) If Board of Directors to be elected, the names of nominees intended at the time of the notice shall be presented for election.
- (e) The general nature of a proposal, if any, to take action with respect to amendment of Bylaws or Articles of Incorporation, or voluntary dissolution of the corporation.
- (f) Such other matters, if any, as may be expressly required by statutes or deemed necessary at the discretion of Board.
- (g) Any form of proxy or written ballot distributed to members shall set forth the specific matters that are proposed to be approved or disapproved, it shall specify a choice between approval and disapproval of each matter or matters which at the time the proxy or written ballot are distributed are intended to be acted upon at the meeting.

Section 4.7 Quorum. Except where a larger percentage is required to constitute a quorum pursuant to other sections of these bylaws, or Articles of this corporation, or applicable laws, the presence, in person or by proxy of, a 33% of Voting Members shall constitute a quorum, and approval by a majority of the Voting members constituting such quorum shall be necessary to pass the measure.

Section 4.8 Voting. Voting members are eligible to participate and vote on matters submitted to vote of the members. Each Voting member shall be entitled to one vote on each matter. Unless otherwise specifically mentioned in these Bylaws, all voting by the members shall be handled by secret ballot. A vote of a member is valid if the proxy/ballot sets forth the general nature of the matter to be voted on. Approval by written ballot and/or proxy shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present, and the number of approvals equals or exceeds the number of votes that would be required to approve such action at the meeting.

(a) Written Ballot At any Annual or special meeting of members, a member entitled to vote may vote in person when a written ballot is distributed to every member entitled to vote.

(b) Proxy. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized agent and filed with secretary of the corporation. Proxies shall be received by ECEF no later than two (2) days prior to appoint time for each meeting, or be brought to the meeting by the proxy holder, or his duly authorized agent, and be submitted to the secretary. No proxy shall be valid after 90 days from its date of execution

Section 4.9 Notice of Adjourned Meetings. When a meeting of members is adjourned to another time or place, unless Board otherwise requires, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. No meeting may be adjourned for more than forty-five (45) days. Any business which might have been transacted at the original meeting may be transacted at an adjourned meeting. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

ARTICLE V.

BOARD OF DIRECTORS

Section 5.1 Numbers. The authorized number of Board of Directors of this corporation shall be no less than three, nor no more than seven. One additional person shall be elected as delegate at large.

Section 5.2 Terms in office. Terms of office of each director shall be two (2) years, maximum of two consecutive terms upon re-election. However, a former Board may be re-elected, again, to another term after two or more years have passed.

Section 5.3 Powers. Subject to the limitations of these Bylaws, Articles of this corporation, and the Nonprofit Public Benefit Corporation Law of California, concerning corporate actions that must be authorized or approved by the members of the corporation shall be exercised by or approved under the authority of the Board. However, Board, by resolution, may delegate the performance of any

duties or the exercise of any powers to such officers and agents as the Board from time to time may designate. Board's power shall include, but not limited to:

- (a) Approve, at the beginning of the fiscal year, the Annual budget submitted by Treasurer. Board shall be responsible to identify those ECEF membership dues and all other donations surpass the projected annual budget. If necessary, Board shall promote fundraising events to ensure financial stability of the organization.
- (b) Elect and remove from office the Officers of the corporation.
- (c) Reject the denial of Active or Voting membership by the membership committee.
- (d) Decide on the termination of membership of any member.
- (e) Approve appointment of Shura Council or any other agent of the corporation.
- (f) Make rules and regulations, policies-procedures which are consistent with law, with the Articles of Incorporation of ECEF, and with these Bylaws as may deem best for the corporation.
- (g) Have the right to overrule any decision or actions of the Officers, Shura council, or any agent of the corporation within thirty (30) days from the date of receipt of the meeting minutes or proposed decisions or actions.

Section 5.4 Eligibility & Qualifications.

- (a) Shall be a voting member in good standing with ECEF and have nine (9) continuous months of membership prior to election date.
- (b) Be known in the community for truth and trustworthiness, including good conduct that emphasizes respect for others while providing leadership by own example.
- (c) Acknowledge and agree to uphold ECEF vision, and values.
- (d) Remain in compliance with ECEF Bylaws, Articles of Incorporation, and all ECEF rules, policies, and procedures.
- (e) Having experience in a professional environment.
- (f) Two or more members of the same family shall Not be elected for Board of Director positions at the same time.

Section 5.5 Chairman of the Board. One of the Board members may be appointed as the Chairman, by majority vote of the Board, by a resolution in a duly called Board meeting. Chairman shall preside over all meetings of the Board. The secretary shall keep the records of all meetings of the Board.

Section 5.6 Compensation. No member of Board shall receive any compensation from the corporation.

Section 5.7 Meetings. Regular or special meetings of Board shall be held at such place(s) as Board may from time to time by resolution designate. In the absence of such designation, meetings shall be held at the principal office of the corporation. Board meetings are open to all members according to guidelines set by Board and Shura as follow: Member(s) who have a relevant concern or suggestion and wish to present it to Board, may submit a petition to secretary, in advance of any meeting, and may attend the first part of the meeting to present their concern and receive a hearing afterwards.

- (a) **Regular meetings.** Regular meetings shall be held quarterly at time and place designated by Board.
- (b) **Special meetings.** Special meetings of the Board shall be held when called by the President, majority of the Board, or majority of Shura Council. Notice of the special meetings shall be communicated to Board, not less than ten (10) days prior to the scheduled time for the special meeting, and may be delivered personally, by mail, facsimile, or other electronic transmission addressed to Board of Directors' addresses appearing on the books.
- (c) **Emergency meetings.** Any emergency meeting of the Board may be called by the President or by majority of the Board members if there are circumstances that could not have been reasonably foreseen, require immediate attention and action by the Board, and is impractical to provide notice as required by these bylaws.
- (d) **Meetings by Conference Telephone.** Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all Board members participating in such meeting can hear and speak to one another. Participation by a director in a meeting through use of a conference telephone or similar communication equipment shall constitute presence in person by such Director in such meeting.

Section 5.8 Quorum. Presence of a majority of Board members shall constitute a quorum and is necessary at any regular or special meeting of the Board. In all cases, Board shall vote by count of hands and not by secret ballot. There shall be no proxy votes.

Section 5.9 Liability of Directors. The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

Section 5.10 Replacement of Directors. Whenever a vacancy exists on the Board (whether by death, resignation, or otherwise) the vacancy shall be filled by the Delegate at Large. Any director may be removed by compliance with provisions of section 5222 and 5223 of the Corporations Code. Any person designated to fill a vacancy in the Board shall hold office for the un-expired term of his/her predecessor in office, subject to power of removal contained herein.

Section 5.11 Parliamentary Procedure All meetings of the Board shall be conducted in accordance with a recognized system of parliamentary procedure (e.g. Robert's Rules of Order) or such other parliamentary procedures as the Board may adopt.

Section 5.12 Election of Board Voting members shall elect the Board of Directors biennially (every two years) in May, but no later than June 15th of the corresponding year, at the Annual membership meeting. Election shall be conducted, controlled, performed, and inspected by the Election Committee.

(a) **Election Committee.** Shall consist of five (5) members. Before the election date, Shura Council, with Board's approval, shall appoint the three (3) voting members (who are in good standing with ECEF, are believed to be respected, and trusted in the community) to assist and inspect the election with Chair of Membership Committee and Secretary. No member of the Committee shall be a candidate for Board. In an event that any member of the Committee is a nominee for Board, the Board and Shura, in advance of any meeting, may appoint any person(s), to act as Election Committee at such meeting and any adjournment of such meeting. A minimum of 3 members of election committee must be present on Election Day to conduct and count the ballots.

(b) **Responsibilities of the Election Committee.**

- i. Election Committee shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.
- ii. Hear and determine all challenges and questions in any way arising in connection with the right to vote
- iii. Verify eligibility of nominees before placing their names on the ballot and or Proxy.

- iv. Publishing the list of nominees together with the election date and time as required by these Bylaws.
- v. Receive votes and/or proxies
- vi. Determine the number of votes , existence of a quorum, authenticity, validity and effect of proxies
- vii. Count and tabulate all votes or proxies.
- viii. Determine when the polls/voting shall close.
- ix. Announce to members the result of election on the day of meeting.
- x. Do such acts as may be proper and necessary to conduct, control, and inspect the election or votes with fairness to all members
- xi. Retain all records, including ballots and counting charts prudently and deliver them to the Secretary after the meeting is adjourned.

Section 5.13 Nomination and election procedures

- (a) Nominees for Board shall meet all the eligibility requirements in Section 5.4.
- (b) The Election Committee shall meet no later than ninety (90) days before the annual membership meeting to prepare for election process.
- (c) Committee shall mail a notice of “Nomination to Board of Directors Petition”, hereinafter referred to as “Nomination Petition”, to all voting members, forty-five (45) days before the election date, and invite voting members to participate as a nominee to serve on Board.
- (d) Voting members shall have fifteen (15) days from the date of the notice to participate as a nominee by filing their properly completed and signed Nomination Petition and return it (in person or by mail) to the President or his duly authorized agent.
- (e) Election Committee shall have seven (7) days from the date of the close of nomination to verify eligibility and qualifications of the nominees. Board has no right to disapprove the nomination petitions filed by the Voting members, provided those petitions are valid and the nominees meet the eligibility requirements in Section 5.4.
- (f) Election Committee shall announce the final slate of the candidates at least fifteen (15) days before the election date in the following manner:
 - i. Post the candidates’ “Nomination Petition” In a prominent area on the premises of the Principal Executive Office of the ECEF.

- ii. Mail to Voting members proxy with the slate of the candidates and seek their participation in the election.
 - iii. Personally announce the slate of candidates at ECEF programs. Invite and encourage all voting members to participate in this essential event.
- (g) Proxy shall be mailed to voting members at least fifteen (15) days before the election date.
 - (h) The name of the candidates for Board shall be listed alphabetically in the ballot/proxy.
 - (i) Before the voting is conducted, each candidate shall have a brief opportunity to speak of his or her qualifications for members considerations. Order of presentations shall be arranged alphabetical as established on the ballot/proxy in Section 5.13(h).
 - (j) Rules. The presence, in person or by proxy, of a majority of Voting Members shall constitute a quorum for the election meeting. The candidates with highest number of votes shall be elected as Board of Directors based on the number of directors indicated on section 5.1, and the next highest will be elected as Delegate at Large, in case a Board member can not complete his or her term. In the event of a tie, a recount shall be performed and if still the case, a new meeting shall be called for the purpose of breaking the tie, which will include a new notice and proxy for that purpose. For purpose of electing the Board of Directors, each Voting member is entitled to cast one vote for each candidate. Fractional or cumulative voting is not permitted or the proxy/ballot shall be void.
 - (k) After the election meeting is adjourned, name of the newly elected Board of Directors shall be posted in a prominent area on the premises of the ECEF Principal Executive Office for a period of at least fifteen (15) days.
 - (l) Election committee is automatically dissolved fifteen (15) days after election results are announced.

ARTICLE VI.

OFFICERS

Section 6.1 Numbers The officers of the corporation shall be a President, a Secretary, and a Treasurer; Board may appoint other officers as deemed necessary. Such officers to have the authority and perform the duties prescribed by the Board. No officer may hold two or more offices at the same time.

Section 6.2 Qualifications

- a) Be a member in good standing with ECEF
- b) Acknowledge and agree to uphold ECEF vision and values.
- c) Remain in compliance with ECEF Bylaws, Articles of Incorporation, and all ECEF rules, policies, and procedures.
- d) Be able to fulfill duties prescribed in Section 6.6.
- e) Academic background and experience in a professional environment.

Section 6.3 Appointment and Term of office. The officers of this corporation shall be appointed bi-annually by the new Board, at the first regular or special meeting of the Board, duly called for this purpose, when a quorum is present. Officers shall be appointed within 45 days after the new Board is elected. Each officer shall hold office until a successor has been duly appointed. Term of office shall be two (2) years, and maximum of two (2) consecutive terms upon re-appointment.

Section 6.4 Removal. Any officer appointed by the Board may be removed by a supermajority vote of the Board then in office at any regular or special meeting of the Board whenever in its judgment the interest of the corporation would be thereby best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign at any time by giving written notice to the Board; such resignation shall take effect on the date of receipt of such notice.

Section 6.5 Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by appointment by the Board for the un-expired portion of the term.

Section 6.6 Duties of the officers.

- (a) **President.** The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president shall be a Voting member and shall preside at all meetings of members, Shura, and of Board. He or she may sign, with the secretary or other officer duly authorized by the Board, any deeds, mortgages, bonds contracts, or other instruments, the execution of which has been authorized by the Board, except on cases where the signing and execution thereof shall have been expressly delegated by the Board, by these Bylaws, or by law to

some other officers or agent of the corporation, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board.

(b) **Treasurer.** The treasurer shall be the chief financial officer and is required to be a Voting member. If so required by the Board shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board may deem appropriate. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation received and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such money in the name of corporation in such banks, trust companies, or other depositories as shall be selected by the Board, and in general perform all duties incidental to the office of treasurer and such other duties as may from time to time be assigned by the president or by the Board. Treasurer shall provide and present a monthly financial report to Shura council and Board in monthly Shura meetings. Annual Financial Statements consisting of Balance sheet and Income Statements, described in Section 8.4 shall be presented by the Treasurer in the annual membership meetings.

(c) **Secretary.** Secretary is required to be a Voting member. The secretary shall keep the minutes of all the meetings of members, Board, and Shura in one or more books provided for that purpose, see that all notices are duly given in accordance with these Bylaws or as required by law: be custodian of the corporate records and of the seal of the corporation; keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; exhibit to any director of the corporation or to any agent of such director, or any person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and other records of the corporation.

Section 6.7 Paid Staff. President of the corporation, with majority vote of Board, may hire staff to provide services as needed for the smooth operation of ECEF. In such case, authorization for such services and expenditures shall be obtained from Board, by a resolution, as a part of the annual budget or by a separate action of the Board. Such employment may be terminated, or scope of practice may be modified by the President with majority vote of the Board. Paid staff may complement or replace the function of any committee member. Paid staff shall only serve as an operation staff without voting rights.

ARTICLE VII.
COMMITTEES AND SHURA COUNCIL

Section 7.1 Committees. The Board of Directors may, by resolution duly adopted by majority vote of the Board, establish specific committees, each of which shall consist of two (2) or more members. To the extent provided by such resolution, committees shall have and exercise the authority of the Board in the management of designated affairs of the corporation. However, the designation of such committees and delegations of authority thereto shall not operate to relieve the board of directors, or any director individually, of any responsibility imposed either by law or these bylaws. Current established committees are as follow:

- 1) Building and Maintenance Committee
- 2) Educational Committee
- 3) Cultural Committee
- 4) Election Committee
- 5) Finance Committee
- 6) Legal and Bylaws Committee
- 7) Membership Committee
- 8) Programs and Receptions Committee
- 9) Public Relations Committee
- 10) Publications Committee
- 11) Youth Committee
- 12) Fundraising Committee
- 13) Art Committee

Section 7.2 Committee Chair. Chairperson for each Committee shall be appointed by Executive Officers, in consultation with Board, at a duly called meeting for this purpose. Chairpersons shall be member of the corporation. Executive Officers shall solicit input from each committee members when selecting its chairperson, and may delegate such authority, by a resolution, to the respective committee to appoint its own Chairperson.

Section 7.3 Committee members. Committee members shall be members of the corporation, and shall be appointed by their respective Committee Chair.

Section 7.4 Terms of office. Each Committee Chair shall serve for a period of two (2) years or until the next bi-annual meeting , and until a successor is appointed by the new appointed Executive

Officers, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a Chairperson thereof.

Section 7.5 Removal. Any Committee Chair or member may be removed by the person or persons authorized to appoint that member, whenever in the judgment of such person or persons the interests of the corporation would be best served by such removal.

Section 7.6 Vacancies. Vacancies for Chairperson of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments. Any Chair so elected shall be elected for the unexpired term of his or her predecessor.

Section 7.7 Shura Chair. Chairperson for Shura Council shall be President of the corporation or his/her designated person.

Section 7.8 Shura Meetings. Shura Meetings shall be held at least once a month at such time and place as may be designated by resolution of Board, unless exceptional circumstances warrant, such meetings shall be at the principal office of the corporation. Secretary shall be responsible to produce an agenda for each Shura meeting. Secretary shall produce minutes for each meeting and shall distribute to each shura member at the next meeting for review and approval. Shura meetings are open to all members according to guidelines set by Board and Shura. Member(s) who have a relevant concern or suggestion and wish to present it at a Shura meeting, may submit such petition to secretary, in advance of any meeting, and may attend the first part of the meeting to present their concern and receive a hearing.

Section 7.9 Duties of Shura. Shura Council is the body responsible for day-to-day operation of ECEF. The Council may formulate policies and procedures in line with ECEF vision, mission statement, Articles of Incorporation, and these bylaws. Furthermore, Shura is responsible to ensure that committees' plans, decisions, and guidelines are implemented properly in accordance with applicable laws, Articles and Bylaws of this corporation.

Section 7.10 Quorum. Unless otherwise provided in the Shura Council's establishing resolution, presence of a majority of total Shura Council members shall constitute a quorum for all decisions and actions proposed by Shura in any Shura meeting. The act of majority of Shura present at a meeting,

which a quorum is present, shall be an act of the Shura Council. Voting shall be conducted by the count of hands and not by a secret ballot, and there shall be no proxy votes.

Section 7.11 Rules. Every Shura Council member is eligible to cast a single vote on every matter when a proposal is put to vote. However Board of Directors (through the President) may veto Shura Council's proposals or actions if such matters are believed to be in violation of ECEF values and founding principles, Articles of incorporation, these Bylaws, or any other applicable laws. In this case, President shall provide Shura the reason(s) for the veto, and allow Shura to reassess or modify the proposal(s) and resubmit to President for review and reconsideration. President, in consultation with Board, shall ensure that all such pending matters are resolved, and Board's proceedings for such approval or disapproval shall be communicated with Shura Council, in the next Shura meeting.

ARTICLE VIII.

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 8.1 Contracts. The Board may, by resolution duly adopted, authorize any officer(s), agent (s) of the corporation so authorized by these bylaws, to enter into any contracts or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section 8.2 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 8.3 Checks, Drafts, Orders for payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as the Board shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer and countersigned by the president of the corporation. All checks, drafts, or evidences of indebtedness issued in the name of corporation that are larger than \$2000.00 (two thousand U.S. dollars) shall be signed by the treasurer and countersigned by the president of the corporation.

Section 8.4. Annual Report and Financial Statements.

President, in consultation with Executive Officers and Shura Council, shall prepare an annual report and present to members and Board in the annual meeting. Such report shall summarize the corporation's activities for the preceding year and the corporation's activities for the forthcoming year. Treasurer shall provide for preparation and submission to members and Board Annual Financial Statement:

- (a) Consist of a Balance Sheet as of the close of the corporation's fiscal financial statement.
- (b) Income Statement

Financial Statements shall be prepared in such manner and form as is presented by sound accounting principles and shall be certified by the Treasurer and a certified public accountant.

ARTICLE IX.

MISCELLANEOUS

Section 9.1 Advisory Council. The Board, by a supermajority vote, and in consultation with Shura, may select the Advisory Council members. The Advisory Council serves in an advisory capacity to the Board and Shura in suggestions and recommendations for improvement and advancement of ECEF objectives. The Advisory Council does not have any executive responsibility or liability.

Section 9.2 Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Shura, officers, and Board. Corporation shall keep at the Principal Executive office, or such other place in community as Board prescribe, a membership book giving names and addresses of members entitled to vote. All books and non-confidential records of the corporation may be inspected by any Director, Executive Officer, Member or the authorized agent of said individual, for any proper purpose at any reasonable time. The corporation shall protect the confidentiality of its members' and contributors' identities and personal and financial information; but its records may be disclosed to comply with federal and state regulatory agencies and/or with a valid order of a court of competent jurisdiction. The Board shall determine what information, if any, is to be designated "Confidential Information,"

but only when doing so is reasonably prudent in protecting the Corporation, its members and employees, and their private or sensitive information.

Section 9.3 Fiscal Years. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section 9.4 Corporate Seal. The Board shall adopt, use, and, alter (only if desired, in consultation with Shura) a corporate seal. If adopted shall be affixed to all corporate instruments, but failure to affix shall not affect the validity of any such instrument.

Section 9.5 Waiver of Notice. Whenever any notice is required to be given under the provision of the Nonprofit Public Benefit Corporation Law of California or under the provisions of the articles of incorporation or bylaws of this corporation, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9.6 Power of Board to accept gifts.

The Board may from time to time on behalf of the corporation accept gifts or money or securities upon such terms as they shall approve provided that the purpose and/or mission of the donor is aligned with ECEF's objectives, Articles of Incorporation, and Bylaws. Board may hold such cash or securities in the name of the corporation, and may collect and receive the income thereof and devote the principal or income of such gifts to such benevolent or charitable purposes within the scope of the activities of the corporation as the Board may determine. The Board may enter into an agreement with any donor to continue to devote the principal or income of the gift to such particular purpose as the donor may designate, provided that such purpose is duly approved or ratified by resolution of the Board; and after such agreement the principal or income of that particular gift shall be devoted in accordance with such agreement for the time specified therein.

Section 9.7 Enforcement of provisions. Should any Section or part of these Bylaws is unenforceable, all the remaining provisions shall remain in full force and in effect.

ARTICLE X.
INDEMNIFICATION AND INSURANCE

Section 10.1 Indemnification by corporation

In a case that any Board member, officer, Shura member, employee, or any agent of ECEF has been on a defense of any civil, criminal, administrative, or investigation proceeding brought to procure a judgment against such person for his or her acts and/or omission to act as required by virtue of his or her agency to the corporation, or has been in a defense of any claim, or matter, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by the ECEF but only to the extent allowed by and in accordance with requirement of California law.

Section 10.2 Insurance for corporate agents.

ECEF shall purchase and maintain insurance on behalf of agents of the corporation (Board of Directors, officers, Shura Council , employees or other agents of the corporation) against any liability other than for violating provisions of law relating to self-dealing (a transaction to which the corporation is a party and in which one or more of its directors have a material financial interest and does not meet the requirement of California Corporations Code) incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify that agent against such liability under the California law.

ARTICLE XI.
BANKRUPTCY AND DISSOLUTION

Section 11.1 Bankruptcy

In case of financial hardship, Board of Directors shall call a special meeting of the members entitled to vote and present a plan to lessen and resolve the financial difficulty. If Board is unable to submit a plan or a resolution, Board shall resign and allow the voting members to elect new qualified-capable

Board of Directors. Under no circumstances shall the Board or any other agent of ECEF seek bankruptcy protection without a supermajority vote of a supermajority quorum and of all the voting members at a duly called special meeting called for this purpose.

Section 11.2 Dissolution

In case of dissolution of ECEF, Board shall call a special meeting called for such purpose. The presence in person or proxies, or any combination thereof, of a supermajority total Voting Members shall constitute a quorum. Approval by a supermajority of total ECEF voting members is necessary for dissolution of this corporation.

ARTICLE XII. **AMENDMENTS**

Section 12.1 Power to amend Bylaws.

Except as provided in the Articles of Incorporation and subject to the limitations imposed by California Corporations Code, the Bylaws of this corporation may be amended, repealed, added to, or new bylaws may be adopted by a vote in writing or proxy of a supermajority of Voting Members at a duly convened annual or any special meeting called for such purpose, so long as there is a quorum consisting of a majority of Voting Members. A copy of the proposed amendments shall be mailed or delivered in person to the voting members at least (30) days prior to the meeting time.

Section 12.2 Record of Amendments. Whenever an amendment, addendum, or new Bylaws is adopted, it shall be placed in the book of Bylaws in the appropriate place. If any Bylaws is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted, shall be stated in the said book.

ARTICLES XIII.
ATTACHEMENTS

Section 13.1. Arbitration clause for members- Attachment "A"

In the event that I have any claim against or dispute or differences with ECEF or any other entity operated and controlled by ECEF, or if I am involved in any controversy, or If I have a claim or dispute against any other member of ECEF where such claim or dispute arises out of or involves the Articles of Incorporation, Bylaws, or decisions of the ECEF Board, Officers, Shura, volunteers, or staff formed pursuant to these Bylaws, I shall submit any such matter to final and binding arbitration pursuant to the provision of the California Code of Civil Procedures, or amended statutes, within one year of the time such matter arises.

I further agree that such arbitration shall be the exclusive forum for any such dispute. If ECEF does not receive a written request for arbitration from me within one year from the date the dispute arose, I agree I will have waived any right to raise any claim, in any form, arising out of such dispute.

I further expressly agree that in arbitration my exclusive remedy shall be:

- (a) To seek rescission of any act that I deem to have been wrongly undertaken by ECEF or,
- (b) To force ECEF to tasks required of it under its Article of Incorporation, Bylaws, and any effective resolutions. I expressly waive any claim for damages, actual or punitive, save and except to the extent of membership dues paid by me.

The cost of arbitration shall be borne by the losing party or in such proportion as the arbitrator shall decide. I understand that by executing this agreement I waive my right to a trial by a judge and/or jury and I hereby waive such right.

Should any of the provisions of this agreement be unenforceable, the remaining provisions shall remain in full force and in effect and the agreement shall be construed in the most favorable manner so that any dispute/differences involving the parties is resolved by binding arbitration.

I understand and agree, under penalty of perjury, that this agreement represents and expresses the complete agreement between ECEF and me regarding any acts or omissions of ECEF. I further agree that this arbitration agreement may only be modified or changed in writing and signed by both me (or my duly authorized agent), and an authorized representative of ECEF.

Executed in Orange County, California on this day of _____, 20

Member Name _____ Signature _____

ECEF Authorized Representative:

Name _____ Signature _____ Title _____

EVECINA CULTURAL AND EDUCATIONAL FOUNDATION, INC.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of Evecina Cultural and Educational Foundation, Inc., a California Nonprofit Corporation.
- (2) That the foregoing Bylaws, comprising 24 pages constitute the revised Bylaws of said corporation as duly adopted on _____, 2010; and
- (3) That a certified copy of the Bylaws was inserted into the minute book of the corporation and hereby incorporated into the records of the corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ day of _____, 2010.

Secretary of ECEF