BYLAWS

OF

SHANTI PROJECT

(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION)

ADOPTED

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ARTICLE I

OFFICES

Section 1.1. **Principal Office.** The principal office of the corporation shall be located in San Francisco, California. The Board of Directors (the "Board") may change the principal office to another location within or outside of California.

Section 1.2. **Other Offices.** The Board may at any time establish one or more other offices at any place or places within or outside of California.
ARTICLE II

OBJECTS AND PURPOSES

Section 2.1. Specific. Shanti Project is a volunteer-based, nonprofit organization serving people with AIDS, people with HIV disease, and their loved ones. Shanti Project provides emotional, practical, residential, social and other support services to people with HIV disease. Its mission is helping people to live with issues related to HIV and to enhance and maximize the quality of their lives. Shanti Project is committed to functioning as a multicultural organization, accessible to and providing its services to people of all racial, ethnic, sexual orientation, and cultural backgrounds affected by HIV disease, with sensitivity to the needs of each client. Shanti Project is also committed to preserving the rights and dignity of its clients and the HIV-affected community at large.

Section 2.2. General. The corporation is organized exclusively for charitable purposes within the meaning of I.R.C. Sections 501(c)(3) and 501(k). The corporation shall not carry on any other activities not permitted:

(a) by a corporation exempt from federal income tax under I.R.C Sections 501(c)(3) and 501(k) (or the corresponding provision of any future United States Internal Revenue Law); or

(b) by a corporation, contributions to which are deductible under I.R.C. Section 170(c)(2) (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the corporation participate
or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for political office. The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member of the corporation, or to the benefit of any private individual, except that to the extent permitted by these Bylaws the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Upon the winding up and dissolution of the corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to nonprofit funds, foundations, corporations or other organizations that are organized and operated exclusively for charitable purposes and that shall at the time qualify as exempt organizations under I.R.C. Sections 501(c)(3) and 501(k) (or the corresponding provision of any future United States Internal Revenue law).
ARTICLE III
DIRECTORS

Section 3.1. Management of Corporation's Business by Board. Subject to the provisions of any applicable law or any limitations in the Articles of Incorporation of the corporation (the "Articles"), the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without limiting other powers of the corporation which the Board may exercise and except as may be otherwise provided in these Bylaws, the Board shall have the power to cause the corporation to carry on a business at a profit and apply any profit that results from the business activity to any activity that it may lawfully engage.

Section 3.2. Number of Directors. The number of the corporation's directors shall be not less than three nor more than twenty-three, until changed by a duly adopted amendment of the Articles of this Section. The exact number of directors shall be fixed, within the limits specified, by approval of the Board.

Section 3.3. Qualifications of Directors. The Board shall actively pursue for membership on the Board of Directors, representation of self-identified HIV positive individuals, individuals
reflective of multi-cultural diversity and consumers of the corporation's services.

Section 3.4. Compensation of Directors. Directors shall receive no compensation for their services as directors, but may receive reimbursement for their expenses as may be determined from time to time by the Board. A director shall be subject to all of the duties and obligations imposed by the Articles, these Bylaws or by law. No obligation, otherwise valid, to pay such compensation shall be voidable merely because the persons receiving the compensation participated in the decision to pay it, unless it was not just and reasonable as to the corporation at the time it was authorized, ratified or approved.

Section 3.5. Election and Term of Office. Directors shall be elected for an initial term of three (3) years and for one or more successive terms of one (1), two (2) or three (3) years. The duration of each successive term shall be established by the Board with the concurrence of the director elected for a successive term. Directors shall be elected by the Board of Directors. Any reduction of the number of directors authorized in the Articles or these Bylaws shall not remove any director prior to the expiration of such director's term of office. No amendment of the Articles or these Bylaws may extend the term of a director beyond that for which the director was elected.

Section 3.6. Removal of Director for Cause. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or been convicted of a felony, or been found by a final order or judgement of any court to have breached any duty under
Sections 5230-5239 of the California Nonprofit Public Benefit Corporation Law, or who has failed to attend three consecutive Board meetings without just cause and without notice to the Board preceding the date on which the office of such director is proposed to be declared vacant.

Section 3.7. Removal of Director Without Cause. Any or all directors may be removed without cause upon the approval of two-thirds (2/3) of all directors then in office. Except as provided in this Section, in the preceding Section, or by the laws of the State of California, a director may not be removed prior to the expiration of such director's term of office.

Section 3.8. Resignation of Director. Any director may resign effective upon giving written notice to the Chair, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Except upon notice to the Attorney General of the State of California, no director may resign where the corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 3.9. Filling Vacancies on the Board. A vacancy on the Board shall exist when any authorized position of director is vacated by a duly elected director, whether caused by death, resignation, removal, increase in the authorized number of directors, otherwise. Unless otherwise provided in the Articles or these Bylaws, vacancies on the Board may be filled by a majority of the directors then in office or, if the number of directors then in office is less than a quorum (see Section 5.4), by (a) the unanimous written consent of the directors then in office, (b) the
affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice or (c) a sole remaining director.

**Section 3.10. Interested Person** as Director - Restrictions. No persons serving on the Board may be an interested person. For the purpose of this section, "interested person" means either:

(a) any person currently being compensated by the corporation for services rendered to it within the previous twelve months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) any brother, sister, ancestor, descendant, spouse, significant other, brother-in-law, sister-in-law, son-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

**Section 3.11. Indemnification and Insurance of Corporate Agents.**

(a) **Indemnification and Advancement of Expenses.** The corporation shall indemnify any person who was or is a director, officer, employee of the corporation to the extent permitted under, and in accordance with, California law for any expenses incurred as a result of any claims of proceedings to which such person is a party by reason of the fact that such person is or was an agent of the corporation. Expenses incurred in defending any claim or proceeding shall be advanced by the corporation prior to the final disposition of such claim or proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section.

(b) **Insurance of Agents by Corporation.** The corporation and its officers shall make all
reasonable efforts in good faith to obtain and maintain liability insurance in the name of the corporation, in the form of a general liability policy or a directors’ and officers’ liability policy, so as to limit the personal liability of directors and officers as provided in Section 5239 of the California Nonprofit Public Benefit Corporation Law. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Section; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

(c) **Scope of this Section.** No provision made by the corporation to indemnify its or its subsidiary’s directors or officers for the defense of any claim or proceeding, whether contained in the Articles, these Bylaws, a resolution of the Board, an agreement or otherwise, shall be valid unless consistent with this Section. Nothing contained in this Section shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.
ARTICLE IV

COMMITTEES OF THE BOARD

Section 4.1. Creation of Board Committees. The Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum (see Section 5.4) is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may appoint one or more directors as alternate members of any committee, who may replace any absent committee member at any meeting of the committee.

Section 4.2. Powers of Board Committee. Any such committee, to the extent provided in the resolution of the Board or in these Bylaws, shall have all the authority of the Board, except with respect to:

(a) the approval of any action for which the California Nonprofit Public Benefit Corporation Law requires approval of the members, which actions shall require the approval of the Board;

(b) the filling of vacancies on the Board or on any Board committee;

(c) the amendment or repeal of these Bylaws or the adoption of new Bylaws;

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

(e) the appointment of committees of the Board or the members thereof;

(f) the approval of any self-dealing transaction, as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.
"Approved by (or approval of) the Board" means approved or ratified by the vote of a committee authorized to exercise the powers of the Board, except as to matters not within the competence of the committee under this section.

Section 4.3. Article V Applicable to Board Committee Meetings. The provisions of Article V shall apply also to committees of the Board (but not to committees established pursuant to Section 4.4) and to action by such Board committees, with such changes in Article V as are necessary to substitute the Board committee and its members for the Board and the directors.

Section 4.4. Other Committees. Notwithstanding any other provision in this Article, the Board may at any time establish one or more other committees whose members may, but need not be, directors. Such other committees may perform such duties and take such actions as may be authorized by the Board, except that they may not take any action which, under any applicable law or these Bylaws, may be taken only by the Board or a committee of the Board established pursuant to Section 4.1. Such other committees, not being committees of the Board, shall not be subject to the preceding Section and shall, except as otherwise provided by the Board, establish such rules and procedures as they may deem appropriate for the performance of their assigned duties.

Section 4.5. Standing Committees. The Board shall appoint the standing committees identified in these Bylaws. Each such standing committee shall be subject to Section 4.3 and shall be composed of two or more individuals who must be directors. The Board may from time to time
appoint persons who are not directors to be non-voting advisory members of any committee except the Executive Committee. The Board shall designate the chairperson of each standing committee. Each member of a standing committee shall be appointed to serve for a term of one year. An individual may be elected to serve on any standing committee for any number of terms, regardless of whether such terms are consecutive:

(a) **Executive Committee**, which shall be comprised of the Chair, Vice Chair, Secretary and Treasurer of Shanti Project; the chairpersons of the Development/Public Affairs Committee and the Personnel Committee. The Executive Committee shall be vested with all the powers of the Board of Directors when the Board of Directors is not in session. The Chair of the Board shall be the Chair of the Executive Committee.

(b) **Finance Committee**, which shall oversee the integrity and adequacy of financial reports, statements, controls and procedures. The committee shall review and recommend to the Board of Directors fiscal plans, budgets, investment guidelines and financial proposals. The committee shall review and approve the (1) internal accounting and auditing procedures; (2) procedures for financial and operating controls; (3) interim and annual financial reports; (4) plan for the outside audit and related services as to vendor, scope, depth and cost; and (5) annual audit and management letter by outside auditors. The Treasurer of the Board shall be the Chair of the Finance Committee.

(c) **Development/Public Affairs Committee**, which shall investigate sources of adequate ongoing funding for Shanti Project. The committee shall oversee fund-raising activities, communications and advancing Shanti Project in the Community.

(d) **Board Affairs Committee**, which shall be responsible for certain aspects of a Board
Member's participation on the Board, including recruiting, screening, and recommending potential new Board members; orientation of new Board members; and coordination of retreats, team building, and social events for the Board. This committee shall also recommend annually, in June, the slate of officers for the coming fiscal year. The Chair of the Board shall be the Chair of Board Affairs.

(e) Programs/Strategic Planning Committee, which shall oversee the services provided by Shanti Project, including direct client services and volunteer recruitment, training and retention. The focus of this committee will be to ensure a planning process and to develop a strategic plan with emphasis on the programs of the agency. The committee shall review and evaluate existing programs and new proposals. In conjunction with the Finance Committee, the committee shall make recommendations to the Board to expand or modify programs. The committee shall also review Shanti Project's programs and proposals for consistency with the purpose, principles, and operating philosophies of Shanti Project. The Vice Chair shall be the Chair of the Programs/Strategic Planning.

(f) Personnel Committee, which shall evaluate policies, procedures and employee relations programs and review the organization's compliance with government regulations. The committee shall review and recommend policies on (1) wage and salary administration; (2) annual evaluation of the Executive director; (3) employee benefits and services; (4) health, education and safety programs; and (5) standards of employee and business conduct; and shall resolve employee issues as required.
ARTICLE V

MEETINGS OF THE BOARD

Section 5.1. Place of Board Meetings. Meetings of the Board shall be held at the principal office of the corporation or at such other places within or outside of California which have been designated in the notice of the meeting or by resolution of the Board.

Section 5.2. Regular Meetings. Regular meetings of the Board may be held without notice if the time and place of such meetings are fixed by the Board.

Section 5.3. Special Meetings. Special meetings of the Board may be called by the Chair, the Vice Chair, or the Secretary, or any five directors. Special meetings of the Board shall be held upon 4 days’ notice by first-class mail or 48 hours’ notice delivered personally or by telephone or telegraph. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board.

Section 5.4. Voting of the Board; Quorum. Each director shall have one vote. A simple majority of the authorized number of directors shall constitute a quorum of the Board for the transaction of business. Subject to the provisions of California Nonprofit Public Benefit Corporation Law Section 5212 (relating to the creation and powers of committees), Section 5233 (relating to self-dealing transactions), Section 5234 (relating to transactions between corporations having common directorships), Section 5235 (relating to compensation of directors and officers),
and Section 5238(e) (relating to indemnification of corporate agents), every act or decision done
or made by a majority of the directors present at a meeting duly held at which a quorum is
present is the act of the Board. A meeting at which a quorum is initially present may continue to
transact business notwithstanding the withdrawal of directors, if any action taken is approved by
at least a majority of the required quorum for such meeting or such greater number as is required
by the Articles, the California Nonprofit Public Benefit Corporation Law or these Bylaws.

**Section 5.5. Adjourned Meetings.** A majority of the directors present, whether or not a quorum
is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned
for more than 24 hours, notice of any adjournment to another time or place shall be given prior to
the time of the adjourned meeting to the directors who were not present at the time of
adjournment.

**Section 5.6. Waiver of Notice and Consent to Board Meeting.** Notice of a Board Meeting need
not be given to any director who signed a waiver of notice or a written consent to holding the
meeting or an approval of the minutes thereof, whether before or after the meeting, or who
attends the meeting without protesting, prior thereto or at its commencement, the lack of notice
to such director. All such waivers, consents and approvals shall be filed with the corporate record
or made a part of the minutes of the meetings.

**Section 5.7. Action Without a Meeting.** Any action required or permitted to be taken by the
Board may be taken without a meeting, if all members of the Board shall individually or
collectively consent in writing to such action. Such written consents shall be filed with the
minutes of the proceedings of the Board. Such action by written consent shall have the same
force and effect as the unanimous vote of such directors. For the purposes of this Section only,
"all members of the Board" shall not include any "interested director" as defined in Section 5233
of the California Nonprofit Public Benefit Corporation Law.

Section 5.8. Board Meeting by Conference Telephone. Directors may participate in a Board
Meeting through use of conference telephone or similar communications equipment, so long as
all directors participating in such meeting can hear one another. Participation in a meeting
pursuant to this Section constitutes presence in person at such meeting.
ARTICLE VI

OFFICERS

Section 6.1. Selection and Qualifications. The corporation shall have a Chair, a Vice Chair, a Secretary, a Chief Financial Officer (who may instead be called the "Treasurer"), and such other officers with such titles and duties shall be stated in these Bylaws or determined by the Board and as may be necessary to enable it to sign instruments. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair. Any Assistant Treasurer or Assistant Secretary may exercise any of the powers of the Treasurer, or the Secretary, respectively, as directed by the Board, and shall perform such other duties as are imposed upon such officer by these Bylaws or the Board.

Section 6.2. Term of Office. Officers shall be chosen by the Board and serve at the pleasure of the Board.

Section 6.3. Resignation and Filling of Vacancies. Any officer may resign at any time upon written notice to the Board without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Unless otherwise specified in an officer's resignation, no acceptance of the resignation shall be necessary to make it effective. The Board may fill any vacancy occurring for any reason in any office of the corporation.

Section 6.4. Chair of the Board of Directors - Powers and Duties. The Chair must be a
The powers and duties of the Chair are:

(a) to preside at all meetings of the Board, and to call meetings of the Board to be held, within the limitations prescribed by law or these Bylaws, at such times and places as the chair shall deem proper;

(b) to act as the chief executive officer of the corporation, and subject to the control of the Board, to have general supervision, direction and control of the affairs of the corporation;

(c) to affix the signature of the corporation to all deeds, conveyances and other papers and instruments in writing which have been authorized by the Board or which, in the judgement of the Chair, should be executed on behalf of the corporation, to sign any card, certificates or other evidences of membership in the corporation which may be authorized by the Board, to have general charge of the property of the corporation and to supervise and control all of its officers, agents and employees. The chair shall have such other powers and duties as the Board may from time to time prescribe.

Section 6.5. Vice Chair - Powers and Duties. Any Vice Chair must be a director. The Vice Chair, or any one of the Vice Chairs may call meetings of the Board to be held, subject to the limitations prescribed by law or these Bylaws, at such times and places as that Vice Chair shall deem proper. In case of the absence, disability or death of the Chair, the Vice Chair, or one of the Vice Chairs, shall exercise all the powers and perform all the duties of the Chair. If there is more than one Vice Chair, the order in which the Vice Chairs shall succeed to the powers and duties of the Chair shall be as fixed by the Board or, if no order has been fixed, in the order of their tenure as a Vice Chair of the corporation. The Vice Chair or Vice Chairs shall have such other powers
and duties as may be prescribed by the Board.

**Section 6.6. Chair pro tem.** If neither the Chair, nor any Vice Chair is present at any meeting of the Board, a Chair pro tem may be chosen to preside and act at such meeting.

**Section 6.7. Secretary - Powers and Duties.** The powers and duties of the Secretary are:

(a) to keep a book of minutes at the principal office of the corporation, or at such other place as the Board may direct, of all meetings of the Board, with the time and place of holding, whether annual, regular, special or adjourned, and, if special, how authorized, the notice thereof given, the names of those present and the proceedings of such meetings;

(b) to keep the seal of the corporation, if the corporation has a seal, and to affix the seal to all instruments which may require it;

(c) to keep or cause to be kept at the principal office of the corporation a current list of directors containing the name and address of each director and any other information which the Board may direct to be kept in such list;

(d) to give, serve or publish notices of all Board meetings and all other notices that may be necessary or proper, and without command or direction from anyone (but in case of the absence, disability, refusal or neglect of the Secretary to serve or publish any notices, then such notices may be served and/or published by the Chair or a Vice Chair, or by any person authorized to do so by either of them or by the Board);

(e) generally to perform all such duties as pertain to the office of Secretary and as may be required by the Board.
Section 6.8. Treasurer - Powers and Duties. The powers and duties of the Treasurer are:

(a) to supervise and control the keeping of adequate and correct accounts of the corporation’s properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and capital, such account books to be maintained at the corporation’s principal office and/or at such other place or places as the Board may direct;

(b) to oversee custody of all funds, securities, evidences of indebtedness and other valuable documents of the corporation and, at the Treasurer’s discretion, to cause any or all thereof to be deposited for the account of the corporation with such depository as may be designated from time to time by the Board;

(c) to disburse, or cause to be disbursed, all funds of the corporation as may be directed by the Board;

(d) to render to the Chair and to the Board, whenever they may require, accounts of all transactions and of the financial condition of the corporation;

(e) generally to do and perform all such duties as pertain to the office of Treasurer and may be required by the Board.
ARTICLE VII

MEMBERS

Section 7.1. Members Prohibited; Effect. The corporation shall not have any members. Directors shall have such qualifications as are set forth in Section 3.3. Any action which, under any applicable law, is required to be approved by the members of a corporation shall be validly taken if approved by the Board (see Section 4.2). All rights which would otherwise vest under the Nonprofit Public Benefit Law in the members of a corporation shall vest in the directors.

Section 7.2. No Distributions to Directors. The corporation shall not make any distribution. For purposes of this Section, "distribution" means the distribution of any gains, profits or dividends to any director as a member of the corporation. Any person who receives any distribution is liable to the corporation for the amount so received by such person with interest thereon at the legal rate on judgements until paid.
ARTICLE VIII

RECORDS, REPORTS AND INSPECTION RIGHTS

Section 8.1. Annual Report. The Board shall cause an annual report to be sent to the directors not later than 120 days after the close of the corporation’s fiscal year. Such report shall contain in appropriate detail the following:

(a) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including the trust fund, during the fiscal year;

(c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes during the fiscal year;

(d) the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(e) any information required by Section 8.2. The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of the Chief Financial Officer or other authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. If the corporation solicits contributions in writing from 500 or more persons, it need not send the report otherwise required by this Section if it does all of the following:

(1) includes with any written material used to solicit contributions a written statement that its latest annual report will be mailed upon request and that such request may be
sent to the corporation at a name and address which is set forth in the statement. The term
"annual report" as used in this Section refers to the report required by this Section;
(2) promptly mails a copy of its latest annual report to any person who requests a
copy thereof; and
(3) causes its annual report to be published not later than 120 days after the close
of its fiscal year in a newspaper of general circulation in the county in which its principal office
is located.

Section 8.2. Annual Statement of Certain Transactions and Indemnifications. Any provision of
the Articles or these Bylaws notwithstanding, the corporation shall furnish annually to the
directors a statement of any transaction or indemnification of a kind described below, if any such
transaction or indemnification took place. This Section shall be satisfied by including the
required information in the annual report or by mailing or delivery to the directors. This required
statement (shall be mailed or delivered) 120 days after the close of the corporation's fiscal year.
Except as provided below, a "covered transaction" under this Section is a transaction in which
the corporation, its parent, or its subsidiary was a party and in which either of the following had a
direct or indirect material financial interest: (1) any director or officer of the corporation, or its
parent or subsidiary; or (2) any holder of more than 10 percent of the voting power of the
corporation, its parent or its subsidiary. For the purpose of this Section, "interested person" is any
person described in item (1) or item (2) of the preceding sentence, and a mere common
directorship is not a material financial interest.
The statement required by this Section shall describe briefly:

(a) any covered transaction during the previous fiscal year involving more than fifty thousand dollars ($50,000) or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars ($50,000);

(b) the names of the interested persons involved in such transactions, stating such person’s relationship to the corporation, the nature of such person’s interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

The statement required by this Section shall also describe briefly the amount and circumstances of any indemnifications or advance aggregating more than $10,000 paid during the fiscal year to any officer or director pursuant to Section 5238 of the California Nonprofit Public Benefit Corporation Law, provided that no such report need be made in the case of indemnification approved by the directors as provided in Section 5238(e) of that Law.

Section 8.3. Inspection Rights of Director. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.
ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 9.1. Interpretation of Bylaws. Unless defined differently herein or unless the context requires a different meaning, terms used in these Bylaws shall have the same meaning as may be given to them in the California Nonprofit Public Benefit Corporation Law, as amended from time to time. To the extent possible, these Bylaws shall be construed as supplemental to all laws applicable to the same subject matter and shall be fully complied with unless such compliance shall be illegal. Any provision of these Bylaws which is inconsistent with any applicable law shall not be complied with, but such inconsistency shall not affect the validity of any other provision of these Bylaws.

Section 9.2. Noticed. Unless otherwise expressly provided herein, any notice required or permitted to be given under these Bylaws shall be deemed effectively given when: (1) deposited in the United States mail, addressed to the recipient at his or her last address, if any, appearing on the corporation's books and with first-class postage thereon prepaid; (2) personally delivered in writing to the recipient; (3) delivered in writing to a common carrier for transmission, or actually transmitted by the person giving notice by electronic means, to the recipient; or (4) communicated orally, in person or by telephone or radio, to the recipient or to a person at the recipient's office who the person giving notice has reason to believe will promptly communicate it to the recipient.

Section 9.3. Fiscal Year. The fiscal year of the corporation shall begin on July 1 of each year.
and end on June 30 of each year.

Section 9.4. Instruments in Writing. All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation, shall be signed by such officers, agent or agents, as the Board may from time to time designate. No officer, agent or employee of the corporation shall have power to bind the corporation by the contract or otherwise unless authorized to do so by these Bylaws or by the Board.
ARTICLE X

ADOPTION, AMENDMENT OR REPEAL OF BYLAWS

Section 10.1. Procedure. Bylaws may be adopted, amended or repealed by the Board, except as provided in Section 10.2.

Section 10.2. Impermissible Bylaws. No amendment of the Articles or these Bylaws may extend the term of a director beyond that for which the director was elected. Any reduction in the number of directors authorized in the Articles or these Bylaws does not remove any director prior to the expiration of such director's term of office.
CERTIFICATE OF SECRETARY

The undersigned hereby certifies that the undersigned is the Secretary of Shanti Project, a nonprofit public benefit corporation duly organized and existing under the laws of the State of California, that the foregoing Bylaws of said corporation were duly and regularly adopted as such by the board of directors of said corporation; that said corporation has no members; and that the above and foregoing Bylaws are now in full force and effect.

Dated: ____________________,

________________________________
Secretary