

By-Laws Of Bay Area Birth Information

ARTICLE I OFFICES

The principal office of the corporation in the State of California will be located in the City of Campbell, County of Santa Clara. The corporation may have such other offices or chapters, either within or without the State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II MEMBERS

Section 1. Members and Qualifications. The corporation shall have members. Any person who is over the age of eighteen (18) years who is interested in furtherance of the purposes of the Corporation may be eligible to become a member.

Section 2. Manner of Admission. Each application for membership must include the proposed member's signature acknowledging alignment with the BABI mission statement and promise that any activities s(he) will be involved in under the auspices of BABI are consistent with the BABI mission.

Section 3. Membership Classes. The Corporation shall have two classes of Members:

- (1) Voting Members. The Corporation shall have Voting Members. The Board of Directors may establish one or more classes of Voting Members. These classes of Voting Members may be assessed dues. All Voting Members shall have all the rights and privileges of Members of the Corporation. A Voting Member may be removed only by at least eighty percent (80%) of the Board of

Directors. Removal may only be for cause, acts inconsistent with Membership or if he or she commits a felony. A Voting Member can be removed after he or she has an opportunity to be heard unless the Member's location is unknown.

- (2) Nonvoting Members. The Board of Directors may establish one or more classes of Nonvoting Members. These classes of Nonvoting Members may be assessed dues. All references to "Members" within these By-laws relate specifically to Voting Members and not to Nonvoting Members unless stated otherwise.

Section 4. Annual Meetings. Annual meeting of Members are to be held once a year to transact matters as deemed proper. The Directors are elected every two years at the appropriate annual meeting. The Board of Directors or the President of the Corporation shall designate the times and places of the annual Member meeting. Member meetings should be held within (14) fourteen months from the previous Member meeting. Failure to hold an annual meeting in a timely manner shall in no way affect the terms of Officers or Directors of the Corporation or the validity of Corporate actions.

Section 5. Special Meetings. The President or by a majority of the Board of Directors or by (1/3) of the Members may call a special meeting of the Members. Notice must be given to the Voting Members stating the purpose of each special meeting. A special meeting may only include lawful and proper purposes for Members to consider.

Section 6. Place of Meeting. Member meetings shall be at the principal office of the Corporation unless the Board of Directors designates another place, either within or without the State where its principal office is located.

Section 7. Notice of Meeting. Written notice stating the place, day and hour of the meeting shall be given to Members. Such notice shall be delivered personally, by mail, or by email not less than ten (10) days nor more than sixty (60) days before the date of the meeting. The President or the Secretary or the persons calling the meeting shall give notice at his or her direction to each Member. If mailed, such notice shall be considered to have been delivered when deposited in the United States Mail addressed to the Member using his or her address as it appears on the Corporate records with postage thereon prepaid. If emailed, such notice shall be considered to have been delivered when the email is sent.

Section 8. Waiver of Notice. A Member's attendance at a meeting shall constitute a waiver of the required notice of the meeting. However, if member attends a meeting to object to its purpose because the meeting was unlawfully called or convened, notice is not waived if such objection is done at the beginning of such meeting. A member also may waive notice of the meeting in writing before or after the meeting is held. The waiver must be signed by the Member.

Section 9. Action Without Meeting. Actions of the Members may be taken

without a meeting, without prior notice and without a vote, if the all of the members consent in writing setting forth the action so taken. Such written consent must be signed by the Member.

Section 10. Voting Record. The officers in charge of Membership records shall keep a list of Members on file at the registered office of the Corporation or at the principal place of business of the Corporation. The list of Members shall be available for inspection at all Member meetings.

Section 11. Member Quorum and Voting. A majority of members appearing in person or by proxy constitutes a quorum of the meeting of Members unless otherwise required by law, the Articles of Incorporation, or by these By-laws. When a specified class of Members is required to vote on specific business, a majority of such class of members constitutes a quorum, unless otherwise required by law, by the Articles of Incorporation, or by these By-laws. Once a meeting of the quorum of members has convened, subsequent withdrawal by some members shall not affect the validity of any action taken at the meeting, even if the number of members drops below the number of members required for a quorum.

Section 12. Votes and Proxies. Each Voting Member shall have one vote on each matter submitted to a vote at a meeting of Members. A Member may authorize another person to vote for him or her by proxy if done in writing and signed by the member. The proxy given shall expire (11) eleven months from the date of it unless the member agrees otherwise in writing in the proxy. Every Member has the right to revoke his or her proxy at will, except as otherwise provided by law.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation will be managed by its Board of Directors. Directors need not be residents of the State of California.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be at least three and may be increased by a vote of the majority of the Members at a Member's meeting. Each Director will hold office for two years, beginning with year 2003, until the appropriate annual meeting of members and until his or her successor will have been elected and qualified. Directors need to be at least (18) eighteen years of age. Directors do need to be a Member of the Corporation.

ARTICLE IV MEETING OF THE DIRECTORS

Section 1. 4 Annual Meeting. An annual meeting of the Directors will be held on the third Saturday of the month July in each year, at the hour of 10:00 o'clock, AM, for

the transaction of such business as may come before the meeting. Beginning year 2003 and every two years thereafter, the meeting will also be for the purpose of electing Directors. If the day fixed for the annual meeting is a legal holiday, the meeting will be held on the next succeeding Saturday. If the election of Directors is not held on the day designated for, any annual meeting or at any adjournment thereof the Board of Directors will cause the election to be held at a special meeting of the Directors as soon thereafter as convenient.

Section 2. Special Meetings. Special meetings of the Directors may be called by the Board of Directors by not less than one-third of the Directors or by not less than 1/3 of the Members.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of California, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting will be the registered office of the corporation; but if all of the Directors meet at any time and place, either within or without the State California, and consent to the holding of a meeting, such meeting will be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members will be delivered, either personally, by mail, or email, to each Director entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of the meeting, by or at the direction of those calling the meeting. In case of a special meeting, or when required by statute or by these By-laws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, such notice shall be considered to have been delivered when deposited in the United States Mail addressed to the Member using his or her address as it appears on the Corporate records with postage thereon prepaid. If emailed, such notice shall be considered to have been delivered when the email is sent.

Section 5. Informal Action by Directors. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at meeting at which a quorum is present will be the act of the Board of Directors unless the act of a greater number is required by law or by these By-laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected only until the next meeting of the Members.

Section 9. Compensation. Directors, as such, will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained will be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all the Directors.

ARTICLE V OFFICERS

Section 1. Officers. The Officers of the Corporation shall consist of at least the following:

1. President;
2. Secretary;
3. Treasurer.

These officers shall be elected every two years beginning year 2003, by the Board of Directors at the annual Board of Directors meeting. The failure to elect such officers will not affect the existence of the Corporation. The Directors may elect other officers and assistant officers from time to time as they deem appropriate. Whenever a vacancy shall occur, the Board of Directors may elect a new officer to fill the unexpired term of the office.

Section 2. Removal of Officers. Officers may be removed, at or without cause by a majority vote of the Board of Directors.

Section 3. Duties. The Chairman of the Board shall preside at meetings of the Board of Directors and the Members. If there is no Chairman of the Board, then the President shall preside at such meetings. The chief executive officer of the corporation shall be the President. The officers of the corporation shall have the powers and duties that normally pertain to their respective office. The officers shall also have such powers and duties that are conferred upon by them by the Board of Directors, by law, by the Articles of Incorporation, or by these By-laws.

Section 4. Salaries. In general, the Officers shall not receive financial remuneration for their services and serve on a voluntary basis only. Officers, as such, will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained will be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 5. Delegation of Duties. An Officer's duties may be delegated to another Officer or Director by the Board of Directors if said officer is absent or some other disability or for any other reason deemed sufficient by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-laws; electing, appointing or removing any member of any such committee or any Director of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore, adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or a Director by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Directors of the corporation and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify

as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designated a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VII CONTRACTS CHECKS DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Director, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. 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 of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VIII BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Board of Directors and committees

having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors. All books and records of the corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time. Members of the Corporation have the right to inspect the books for any purpose at reasonable time. The Corporation shall send an annual report of the organization to Members within four (4) months of the close of the fiscal year of the Corporation. Such reports shall contain financial information including a balance sheet of revenues and disbursement for the fiscal year ending.

ARTICLE IX FISCAL YEAR

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

ARTICLE X SEAL

The Board of Directors may provide a corporate seal, which thereon shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of Bay Area Birth Information."

ARTICLE XI WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the California Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII AMENDMENTS TO BY-LAWS

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting.

ARTICLE XIII

MEMBERSHIP CERTIFICATES

The President may issue membership certificates signed by him or her and the Secretary. They shall contain the name of the Corporation, State of incorporation, the name of the person to whom it was issued to. The certificates are used for identification purposes only and give rights or privileges. The Corporation may replace lost or stolen certificates upon written affidavit that they have been in fact lost or stolen.