

BYLAWS
of the
Association for Hanna Somatic Education® , Inc.

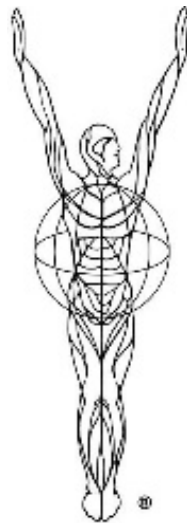


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Bylaws of THE
ASSOCIATION FOR HANNA SOMATIC EDUCATION[®], INC.
a California Public Benefit Corporation

ARTICLE 1—OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Napa County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

2137 Penny Lane, Napa, CA 94559-3602, October 1, 2017

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of directors may, from time to time, designate.

ARTICLE 2—PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- a. To develop, teach and research scientifically Hanna Somatic Education, Somatic Exercises[™] and related somatic arts, sciences, philosophy and principles.
- b. To disseminate educational material to the public including, but not limited to Hanna Somatic Education, Somatic Exercises, and related somatic arts, sciences, philosophy and principles, through lectures, seminars, training programs, conferences, conventions, publications, audio or video tapes, or otherwise.
- c. To develop, encourage, sponsor and/or provide public benefit classes and instruction in somatic movement, relaxation, reeducation forms and in somatic principles.
- d. To develop, coordinate and conduct professional training programs so members of the public may become proficient in the use and application of Hanna Somatic Education, Somatic Exercises and related somatic arts, sciences, philosophy and principles, and so members of the public who choose to do so may become certified practitioners of Hanna Somatic Education and related methods.

- e. To protect the public welfare by assuring that certified practitioners of Hanna Somatic Education, Somatic Exercises and related somatic arts, sciences, philosophy and principles practice ethically and refrain from engaging in conduct that materially and seriously prejudices the interests or purposes of the public or the corporation.
- f. To offer opportunities for continuing education, scientific research and development to members of the corporation.
- g. To hold conferences, conventions and other meetings so members of the corporation and the public can interact to exchange ideas, improve their skills and knowledge, expand their experience and otherwise enhance their abilities.
- h. To support the promotion and development of somatic movement arts, sciences, philosophy and principles generally by members of the corporation and the public.

ARTICLE 3—DIRECTORS

SECTION 1. NUMBER

The corporation shall have seven (7) elected directors —Chairperson of the Board/President, Vice President, Secretary, Treasurer, Directors-at-Large #1, #2 and #3 — and one (1) designated director and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the voting members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation or by these Bylaws.
- b. Appoint and remove, employ and discharge and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- d. Meet at such times and places as required by these Bylaws.
- e. Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

- f. Register their telephone and fax numbers and their e-mail addresses, if any, with the Secretary of the corporation for easier communication.

SECTION 4. QUALIFICATION, ELECTION AND TERMS OF OFFICE

a. Elected Directors:

Any voting member may serve as an elected director of this corporation.

Elected directors shall be elected by the voting members by a mail or electronic ballot before the annual meeting of members as specified in these Bylaws.

Elected directors shall be elected to staggered terms of office and shall hold office for a term of two (2) years, except that to initiate the staggered of terms of office, the initially elected Vice President, Treasurer and Directors-at-Large #1 and #3 shall serve only until the next succeeding annual election. Thereafter, the Chairperson of the Board/President, Secretary and Director-at-Large #2 shall be elected in one year; and the Vice President, Treasurer and Directors-at-Large #1 and #3 shall be elected in the following year.

Each elected director shall hold office until his or her elected successor on the Board of Directors is duly elected, qualified and assumes office at the annual meeting as specified in these Bylaws.

b. Designated Director:

Eleanor Criswell-Hanna, Ed. D., shall serve without succession on the Board of Directors as the sole designated director and shall function as liaison with the Novato Institute.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid in such amount as may be specified from time to time by resolution of the Board of Directors for their actual and necessary expenses incurred in attending Directors meetings. In addition, they may be allowed advancement or reimbursement of reasonable expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- a. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor or otherwise, excluding any reasonable compensation.
- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can communicate with one another.

SECTION 8. REGULAR AND ANNUAL MEETINGS

The regular meeting of the Board of Directors shall be held immediately after the annual meeting of members, which shall be held as set forth in Article 13, Section 2 of these Bylaws. The board of directors may also provide for regular meetings of the board of directors.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board/President, the Vice President, the Secretary or by any two directors and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting and, in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

The regular meeting of the Board of Directors shall be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by express mail or forty-eight (48) hours' notice delivered personally or by telephone, telegraph, electronic transmission or fax. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any special meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding

the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the elected Directors.

Except as otherwise provided in these Bylaws, in the Articles of Incorporation of this corporation or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of the initial quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action taken thereafter must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law or the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

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 of Directors, unless the Articles of Incorporation, Bylaws of this corporation or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board/President of the corporation or, if no such person has been so designated, or, in his or her absence, by the elected Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or

collectively consent in writing to such action. 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. Such written consent or 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 the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES AND REMOVALS

Vacancies on the Board of Directors shall exist (1) on the death, resignation, removal, disqualification or otherwise of any director and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has not participated in two (2) consecutive meetings of the board of directors, has failed to participate in at least three (3) meetings of the board of directors during a calendar year, has been declared of unsound mind by a final order of court, convicted of a felony or found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law or who has been deemed by the Board of Directors to have engaged in conduct unbecoming of a Director, or who has failed to perform the duties outlined in the Bylaws.

If this corporation has any voting members, then, if the corporation has less than fifty (50) voting members, directors may be removed without cause by a mail or electronic ballot by a majority of all voting members, or, if the corporation has fifty (50) or more voting members, by vote of a majority of the votes represented in the responses to a mail or electronic ballot. The mail or electronic ballot specified in this section shall be provided for by action of the board of directors or by a written request to the board of directors from five per cent (5%) of the voting members of the association or ten (10) voting members, whichever is greater.

Any director may resign effective upon giving written notice to the Chairperson of the Board/President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws or (3) a sole remaining director. If this corporation has voting members, however, vacancies created by the removal of a director may be filled only by the approval of the voting members. The voting members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office, whichever occurs first.

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is or was a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is or was an agent of the corporation or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

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 this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE OR BONDING FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance or bonding on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) 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 Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4—OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary, and Chief Financial Officer who shall be designated the Treasurer.

The President shall also serve as Chairperson of the Board of Directors. The Vice President shall also serve as Vice Chairperson of the Board of Directors. The Secretary shall also serve as Secretary of the Board of Directors. The Chief Financial Officer who shall be designated as the Treasurer shall also serve as a Director on the Board of Directors.

The corporation may also have, as determined by the Board of Directors, additional Vice Presidents, Assistant Secretaries, Assistant Treasurers or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President/Chairperson of the Board or as the Vice President.

SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Any voting member may serve as President, Vice President, Secretary or Treasurer of this corporation as provided in Article 3, Section 4 of these Bylaws. Any person may serve as any other officer of this corporation. Officers other than President, Vice President, Secretary,

Treasurer shall be elected by the Board of Directors, at any time, and shall hold office until he or she resigns, is removed, is otherwise disqualified to serve or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable and such officers shall serve such terms, have such authority and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed as a director pursuant to the provisions of Article 3, Section 17 of these Bylaws. Any officer other than President, Vice President, Secretary or Treasurer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of the President, Vice President, Secretary, Treasurer shall be filled according to Article 3, Section 17 of these Bylaws.

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any other officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President elected by the membership shall perform all the duties of the President and, when so acting shall have all the powers of and be subject to all the restrictions on, the President.

The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- a. Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is required by law or these Bylaws.
- e. Keep at the principal office of the corporation a membership book containing the name, address, telephone number (optional) and membership class of each and any members and, in the case where any membership has been terminated, the Secretary shall record such fact in the membership book together with the date on which such membership ceased.
- f. Exhibit at all reasonable times to any director of the corporation or to his or her agent or attorney, on request therefor, the Bylaws, the membership book and the minutes of the proceedings of the directors of the corporation.
- g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the corporation; deposit all such funds in the name of the corporation in such banks, trust companies or other financial institutions as shall be selected by the Board of Directors.
- b. Receive and give receipt for moneys due and payable to the corporation from any source whatsoever.

- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any director of the corporation or to his or her agent or attorney, on request therefor.
- f. Render to the President and directors, whenever requested, an account of any or all transactions as Treasurer and of the financial condition of the corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, in accord with Article 7, Section 6 of these Bylaws, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 5—COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- a. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the voting members or of a majority of all of the voting members.
- b. The filling of vacancies on the Board or on any committee which has the authority of the Board.
- c. The fixing of compensation of the directors for serving on the Board or on any committee.
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws.

- e. The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- f. The appointment of committees of the Board or the members thereof.
- g. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- h. The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist wholly or in part of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6—EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer or Administrative Officer and if over \$5000.00, be countersigned by the President of the corporation.

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 financial institutions 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 charitable or public purposes of this corporation.

ARTICLE 7—CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- a. Minutes of all meetings of directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names, addresses, telephone numbers (optional) and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use and at will alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

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. Any information obtained by a director pursuant to this section by means of inspection or copying may only be used by the director for purposes related to his or her

duties and responsibilities as a director and may not be used for personal interest or shared with persons who are not directors of the association.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights for a purpose reasonably related to such person's interest as a member:

- a. To inspect and obtain hardcopy of the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts as specified above in Article 7 Section 3, and Article 7 Section 4(a).

SECTION 6. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- 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 trust funds, during the fiscal year.
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for 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 7 of this Article.

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

If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- a. Any 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:
 - i. Any director or officer of the corporation, its parent or subsidiary (a mere common directorship shall not be considered a material financial interest).
 - ii. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the voting members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each 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.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 8—FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

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.

ARTICLE 9—AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted as follows:

- a. Subject to the power of voting members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of voting members, if any, as to voting or transfer, provided, however, if this corporation has admitted any voting members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, changing from a fixed to variable Board or vice versa, may not be adopted, amended or repealed except as provided in subparagraph (b) of this Section; or
- b. By approval of the voting members, if any, of this corporation.

ARTICLE 10—AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the voting members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 11—PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, other person connected with this corporation or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE 12—MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have nine (9) classes of members: Charter, Certified, Student, HSE Certified Associate, Lifetime Associate, Associate, Sponsor, Founder and Special. No member, except for Eleanor Criswell-Hanna, shall hold more than one membership in the corporation. Only active Charter members and Certified members shall have voting rights. Active Charter members and all other members are those whose annual membership dues and fees are paid and current. Inactive Charter members are those whose annual dues and fees are unpaid and due. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all voting memberships shall have the same rights, privileges, restrictions and conditions.

- a. Charter Membership. Charter members shall be perpetual members entitled to all benefits of this corporation, having equally participated in the costs of incorporation. Active Charter members may vote, hold office, serve on committees and, except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, shall enjoy the full rights, privileges, restrictions and conditions of membership. Inactive Charter members shall be allowed a voice but not a vote, may not hold office and may not serve on committees.
- b. Certified Membership. Certified members shall be entitled to all benefits of this corporation. Certified members may vote, hold office, serve on committees and, except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, shall enjoy the full rights, privileges, restrictions and conditions of membership.
- c. Student Membership. Student members shall be entitled to all benefits of this corporation. Student members shall be allowed a voice but not a vote, may not hold office, may serve on committees and, except as expressly provided in or authorized by

the Articles of Incorporation or Bylaws of this corporation, shall enjoy the full rights, privileges, restrictions and conditions of membership.

- d. HSE Certified Associate Membership. HSE Certified Associate members shall be allowed a voice but not a vote, may not hold office and may serve on committees.
- e. Lifetime Associate Membership. Lifetime Associate members shall be entitled to all benefits of this corporation. Lifetime Associate members shall be allowed a voice but not a vote, may not hold office, may serve on committees and, except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, shall enjoy the full rights, privileges, restrictions and conditions of membership.
- f. Associate Membership. Associate members shall be allowed a voice but not a vote, may not hold office and may serve on committees.
- g. Sponsor Membership. Sponsor members shall be allowed a voice but not a vote, may not hold office and may serve on committees.
- h. Founder Membership. Thomas Hanna, Ph.D., deceased, is the Founder member.
- i. Special Membership. Special member Eleanor Criswell-Hanna, Ed.D., shall be a perpetual member without succession entitled to all benefits of this corporation. She is a member whose annual dues are voluntary. She may vote, serve on committees and, except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, shall enjoy the full rights, privileges, restrictions and conditions of membership. She shall serve without succession as the designated director on the Board of Directors.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows: Any interested person is qualified to become a non-voting member of this corporation; voting members shall be limited to Charter members and Certified members.

- a. Charter members are those (1) from the original 1990-1992 training group taught directly by Thomas Hanna, Ph.D., (2) who were certified in Hanna Somatic Education by the Novato Institute (and are thereby authorized to use the registered marks and logo) prior to incorporation and (3) who equally participated in the costs of incorporation for this corporation. Special member Eleanor Criswell-Hanna is also a Charter Member.

The 13 Charter Members are: Brad Bennett; Eleanor Criswell Hanna; Karen Hewitt; Susan King (deceased); Susan Koenig; Nick Medwid; Maggie Munroe; Nikki Nicodemus; Penny Pruzan; Angelo Querin; Phil Shenk; Marilyn Warnock (deceased); Gerald Wylie.

- b. Certified members are those certified in Hanna Somatic Education by the Novato Institute, the authorized certifying agency, or its designee (and thereby authorized to use the registered marks and logo) and who do not meet all qualifications for Charter Membership.

- c. Student members are those who have enrolled in a Hanna Somatic Education certification training but not yet certified.
- d. HSE Certified Associate members are those certified in Hanna Somatic Education by the Novato Institute, the authorized certifying agency, or its designee (and thereby authorized to use the registered marks and logo) and who do not meet all qualifications for Charter Membership and elect not to become a Certified Member for the current year.
- e. Lifetime Associate members are those from the original 1990-1992 training group taught directly by Thomas Hanna, Ph.D., who have not yet been certified in Hanna Somatic Education.
- f. Associate members are any other interested persons from the public who have paid their current annual membership dues and fees.
- g. Sponsor members are those interested persons who donate money or other assets whose value is \$2,500 or more.
- h. Founder member Thomas Hanna, Ph. D., is deceased.
- i. Special member Eleanor Criswell-Hanna, Ed. D., is the liaison with the Novato Institute.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership after making application therefor in writing, satisfying the Determinations and Qualifications for membership (see Article 12, SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS Sections 1–2) and/or after completing all or a portion of a Hanna Somatic Education practitioner certification training program.

SECTION 4. FEES, DUES AND ASSESSMENTS

- a. At this time, no fee shall be charged for making application for membership in the corporation. However, the Board of Directors shall have the authority to establish a membership application fee at some future time in such amount as may be specified from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership.
- b. The annual or lifetime dues payable to the corporation by members shall be in such amount as may be specified from time to time by resolution of the Board of Directors.
- c. Memberships shall be non-assessable.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

The AHSE membership list contains confidential information and is intended for the exclusive use of members of the AHSE. The list is privileged information and is not given over to the general public for any purpose. It is maintained as a membership benefit for the Association, and shall be made accessible to members as described in the AHSE Bylaws for purposes reasonably related to such member's interest as a member. "Interest as a member" means for membership networking, improved communication, professional referrals, and election procedures. Possession of, access to, or use by any other means of the AHSE membership list does not imply permission to utilize it as a mailing list, to publish or otherwise distribute it, or for any purpose not stated herein, and such uses are strictly prohibited.

The AHSE reserves the right to take appropriate action to prevent or seek damages for all unauthorized use of all or any part of the AHSE membership list. All inquiries about the AHSE membership list should be addressed in writing to the AHSE.

It is the AHSE policy to reveal to the public only Charter or Certified members' names, city, state, country, and telephone, fax, or email addresses and to refrain from revealing to the public any member's street/ mailing address. This means that the AHSE and its members will not rent, lease, loan, share, or open to inspection, reproduction, or possession the AHSE membership list to any non-member or non-staff person unless required to do so by law. However, the AHSE policy also enables individual charter or certified members to specifically "opt in"/direct the AHSE to reveal to the public his or her own street/ mailing address on the AHSE website's "Certified Practitioner" list.

Written demands from member's to inspect, copy, or obtain the AHSE membership list shall state the specific purpose for which the list is requested. The AHSE may deny access to the list to any member whose purpose is outside the purposes defined above as being reasonably related to a member's interest as a member.

However, the AHSE Board of Directors may establish a written policy and a fee determined from time to time by the AHSE Board of Directors to allow for rental of a secondary AHSE membership list to a member for a one time use for a commercial or other purpose approved/authorized in writing but outside the purposes described in the AHSE Bylaws and herein as being reasonably related to a member's interest as a member. Such secondary list shall only consist of members who have indicated in writing that they wish to be included (opt in) in the secondary membership list that will be provided to members for a commercial or other purpose approved/authorized in writing but outside the purposes described in the AHSE Bylaws and herein as being reasonably related to a member's interest as a member. A member who has opted in may also opt out by indicating in writing that they no longer wish to be included in the secondary membership list.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. INACTIVATION OR TERMINATION OF MEMBERSHIP

- a. Grounds for Inactivation or Termination. The membership of a member shall inactivate or terminate upon the occurrence of any of the following events:
 - i. Termination. Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
 - ii. Termination. Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
 - iii. Inactivation or Termination. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such inactivation or termination to be effective on their due date. The inactivated or terminated membership shall be reinstated upon receipt of the member's annual dues.
- b. Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(ii) of this Section, the following procedure shall be implemented:
 - i. A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
 - ii. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time and place of the hearing on his or her proposed expulsion.
 - iii. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended or sanctioned in some other way. The decision of the Board shall be final.
 - iv. If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 13—MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually between the first day of March and last day of June for the purpose of announcing the results of the ballot for electing directors and for transacting other business as may come before the meeting.

When electing directors:

- a. Cumulative voting for the election of directors shall not be permitted.
- b. The candidates receiving the highest number of votes per office shall be elected.
- c. Each voting member may cast one vote per office, with voting being by mail or electronic ballot only.

This annual meeting of members shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

Other regular meetings of the members shall be held on as may be designated from time to time by resolution of the Board of Directors.

If the day fixed for the annual meeting or other regular meetings falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Persons Who May Call Special Meetings of Members. Special meetings of the members may only be called by the Board of Directors, the Chairperson of the Board/President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by either ten (10) of the voting members or by five percent (5%) of the voting members, whichever is greater.

SECTION 4. NOTICE OF MEETINGS

- a. Time of Notice. Whenever voting members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail and the notice is not mailed by first-class, registered or certified mail, that notice shall be given twenty (20) days before the meeting.
- b. Manner of Giving Notice. Notice of a members' meeting or any report shall be given either (1) personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or (2), if no address appears or is given, in the discretion the Board of Directors, either (i) at the place where the principal office of the corporation is located or (ii) by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.
- c. Contents of Notice. Notice of a membership meeting shall state the place, date and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the voting members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. When results of elections of new directors are to be announced at a meeting of members, the notice of the meeting shall state that election results will be announced and shall identify the positions to be filled on the Board of Directors and the names of the candidates for the positions.
- d. Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairperson of the Board/President or to the Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.
- e. Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed and wherever held shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present in person and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a

written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this Section, the waiver of notice or consent shall state the general nature of the proposal.

- f. Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless approved in accord with Section 10 of this Article by those entitled to vote in a mail or electronic ballot describing the general and specific nature of the proposal:
- i. Election of Directors
 - ii. Removal of directors without cause
 - iii. Filling of vacancies on the Board by voting members
 - iv. Amending the Articles of Incorporation
 - v. An election to voluntarily wind up and dissolve the corporation
 - vi. Amending the Bylaws affecting voting rights of members as specified in Article 9, Section 1

SECTION 5. QUORUM FOR MEETINGS

A quorum for meetings shall consist of a majority of the voting members of the corporation represented in person at the meeting, provided that a quorum shall not consist of less than four (4) voting members.

The voting members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of the initial quorum at the meeting due to a withdrawal of voting members from the meeting provided that any action taken thereafter must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or Bylaws of this corporation.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of voting members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the continuation of the adjourned meeting. However, 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. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members either present in person at a duly held meeting at which a quorum is present or represented by the responses to a mail or electronic ballot is the act of the members, unless the law, the Articles of Incorporation of this corporation or these Bylaws require a greater number.

If a mail or electronic ballot item results in a tie vote, a second vote of that item shall be held at the annual business meeting. The vote shall be by secret ballot of voting members present at the annual business meeting. In case of a second tie vote, the current Board of Directors shall decide the matter. (This Bylaws change was approved by members in the 1999 election ballot.)

SECTION 7. VOTING RIGHTS

Each voting member present when the vote is taken is entitled to one vote on each matter submitted to a vote by the members entitled to vote. Voting at duly held meetings shall be by a method as determined by the chair. However, voting with respect to the following matters shall be by mail or electronic ballot: 1. Election of Directors; 2. Removal of directors without cause; 3. Filling of vacancies on the Board by voting members; 4. Amending the Articles of Incorporation; 5. An election to voluntarily wind up and dissolve the corporation; and 6. Amending the Bylaws affecting voting rights of members as specified in Article 9, Section 1.

SECTION 8. PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the Chairperson of the Board/President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this corporation or any provision of law.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

- a. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast

in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be delivered in the same manner required for giving notice of meetings specified in Section 4(a) and 4(b) of this Article.

All written ballots shall indicate that approval of action by written ballot shall be valid only when a simple majority of the ballot responses received within the time period specified authorizes the action. The ballots must specify the time by which they must be received by the corporation in order to be counted.

- b. Directors shall be elected by mail or electronic ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written or electronic ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by voting members. Such procedures shall be reasonable given the nature, size and operations of the corporation and shall include:

- a. A reasonable means of nominating persons for election as directors.
- b. A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- c. A reasonable opportunity for all nominees to solicit votes.
- d. A reasonable opportunity for all voting members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

- i. Inspect and copy the record of all members' names, addresses, telephone numbers and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested.
- ii. Obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses, telephone numbers and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand, which demand shall state the purpose for which the list is requested. The membership list shall be made available on or

before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated either by a nominating committee or by any voting member prior to the deadline for nominations for directors.

However, if the corporation has five hundred (500) or more voting members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may, at the option of the Board of Directors, be used to nominate persons for election to the Board of Directors.

If this corporation has five thousand (5,000) or more voting members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the Board of Directors.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the voting members may be taken without a meeting, if all voting members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the voting members.

SECTION 13. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Charter Members, Incorporators / Board of Directors of said corporation on the date set forth below.

01/31/97 Phil Shenk
Date Incorporator / President, AHSE Board of Directors

This version includes all amendments through 08/12/2021.