

PACIFICA FOUNDATION

BY-LAWS*

ARTICLE ONE

IDENTITY

NAME: The name of this corporation shall be PACIFICA FOUNDATION, and it shall be referred to in these By-Laws as "The Foundation".

ARTICLE TWO

OFFICES OF THE FOUNDATION

SECTION 1 PRINCIPAL OFFICE: (as amended 11/22/75)

The principal office and place of business of The Foundation shall be located in the County of Los Angeles, State of California.

SECTION 2 OTHER OFFICES:

The Foundation shall also have offices at such other places within or without the State of California as the Board of Directors may from time to time designate.

ARTICLE THREE

BOARD OF DIRECTORS OF THE FOUNDATION

SECTION 1 MEMBERSHIP ON BOARD OF DIRECTORS:

- (a) Defined: Members of the Board of Directors shall be individuals who have been elected to the Board of Directors as hereinafter provided and are serving as such, and such members of the Board of Directors shall also be the sole members of The Foundation.

* Adopted 9/30/61, incorporating subsequent Amendments as follows:

11/14/61, Article Four, Section 1 (change in meeting dates).

2/19/66, Article Three, Section 4 (Limitation of terms); Article Four, Section 1 (further change in meeting dates); Article Four, Section 6 (Action by Unanimous written consent).

11/22/75, Article Two, Section 1 (change of address of principal office).

- (b) Eligibility: Any person with an interest in the purposes and activities of The Foundation and an ability to aid in its development and in the conduct of its affairs is eligible to be a member and director of The Foundation.
- (c) Number: There shall be such number of directors as the Board of Directors may from time to time decide.
- (d) Duties and Powers: The Board of Directors shall have the duties and powers conferred upon it by the nonprofit corporation law of the State of California.
- (e) Term: The term of a member of the Board of Directors shall be three years, or until his successor is elected, save and except for the members of the first Board of Directors of The Foundation, one-third (1/3) of whom shall serve for one (1) year, one-third (1/3) of whom shall serve for two (2) years; and one-third (1/3) of whom shall serve for three (3) years. One-third of the Board of Directors shall be elected annually as hereinafter provided.

SECTION 2 ELECTION OF FIRST BOARD OF DIRECTORS:

The first Board of Directors, under the terms and provisions of these By-Laws, shall be designated by the present Committee of Directors of The Foundation, including designation of the terms of said members, by such means as said Committee shall select.

SECTION 3 SUBSEQUENT ELECTIONS OF BOARD OF DIRECTORS:

Upon the adoption of these By-Laws and annually thereafter, the Board of Directors shall designate a Nominating Committee of five of its members. Nominations shall be submitted in writing by Directors not less than thirty days prior to the election of Directors by delivering the same to the Nominating Committee at the principal offices of The Foundation. The Nominating Committee shall assemble and furnish to the members of the Board of Directors information with respect to the qualifications of nominees who have not previously served as Directors together with its recommendations as to all nominees. Nominations may also be made from the floor on the date of the election. In order to be elected, a nominee must receive the approval of two-thirds of the members of the Board of Directors present and voting by secret ballot.

The Board of Directors may elect persons to fill vacancies that occur from time to time, providing that the candidates receive the approval of two-thirds of the members of the Board of Directors present and voting by secret ballot.