

**BYLAWS
OF
U. C. BERKELEY ARMENIAN ALUMNI**
(A California Nonprofit Public Benefit Corporation)

ARTICLE I

NAME

Section 1.1 Name. The name of this corporation is U.C. Berkeley Armenian Alumni (the "Corporation").

ARTICLE II

OFFICES

Section 2.1 Principal Office. The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Corporation's Board of Directors (the "Board").

ARTICLE III

PURPOSE

Section 3.1 Purpose. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public and charitable purposes, as stated in greater detail in Article II of the Corporation's Amended and Restated Articles of Incorporation.

ARTICLE IV

PROHIBITED ACTIVITIES

Section 4.1 Political Activities. The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article III, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities. The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article III. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article III shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue

Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE V

DEDICATED ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes. The property of the Corporation is irrevocably dedicated to public and charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 5.2 Distribution of Assets Upon Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE VI

MEMBERSHIP

Section 6.1 Membership Eligibility. The Corporation shall have one class of members. All persons shall be eligible to become a regular member of the Corporation on approval of the membership application by the Board and upon paying the prescribed membership dues of the Corporation for the year to which such payment of dues shall apply.

Section 6.2 Dues. The dues of the Corporation shall be determined from time to time by the Board.

Section 6.3 Rights of Membership. Members shall have the right to vote on the election of directors, the disposition of all or substantially all of the Corporation’s assets, any merger and its principal terms and any amendment of those terms, any election to dissolve the Corporation, the amendment of the Corporation’s Articles of Incorporation or bylaws, and such other matters as set forth in these bylaws and the California Nonprofit Corporation Law. In addition, members shall have all rights afforded members under the California Nonprofit Corporation Law and these bylaws. The Corporation may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to members.

Section 6.4 Regular Meeting. A regular meeting of the members shall be held every two years at a time and place to be fixed by the Board for the purpose of electing Directors (as defined herein).

Section 6.5 Special Meetings. Special meetings of the members for any lawful purpose may be called at any time by the Board, the chairperson of the Board, the president or by five percent (5%) or more of the members. A special meeting called by any person entitled to call a

meeting, other than the Board, shall be called by written request specifying the general nature of the business proposed to be transacted, and submitted to the chairperson of the Board, the president, or the secretary. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 6.6 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section 6.5 shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6.6 Notice of Meetings. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given at least ten (10) but no more than ninety (90) days before the meeting date to each member entitled to vote at that meeting; *provided, however*, if notice is given by mail and is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting. Notice shall be given personally, by electronic transmission or by mail or other means of written communication, addressed to the member at the address of that member appearing on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice or otherwise in accordance with the California Nonprofit Corporation Law. Notices shall specify the place, date, and hour of the meeting and (a) for a special meeting, the general nature of the business to be transacted; or (b) for a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members; *provided, however*, any proper matter may be presented at the meeting except as provided in Section 6.7. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 6.7 Quorum. At any meeting of the general membership twelve (12) members in good standing of the Corporation, present in person or by proxy, shall constitute a quorum for the transaction of business of the Corporation; *provided, however*, that if any regular meeting is actually attended in person or by proxy by less than one-third (1/3) of the voting members of the Corporation, the only matters that may be voted on are those of which notice of their general nature was given pursuant to Section 6.6 of these bylaws. At any meeting at which a quorum is once present, business may continue to be transacted notwithstanding any withdrawal of members leaving less than a quorum.

Section 6.8 Voting. Each member shall be entitled to one (1) vote. At a meeting, voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins. If a quorum is present, the affirmative vote of a majority of votes represented and voting at the meeting, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the Articles of Incorporation, these bylaws, or the California Nonprofit Corporation Law. In any election of directors, the candidates receiving the highest number of votes are elected. Each member shall have the right to vote for as many nominees as there are vacancies on the Board to be filled by the members.

Section 6.9 Presiding Officers. The President of the Board, or in the absence of the President, the Vice President of the Board shall call a meeting of the members to order and shall act as the presiding officer thereof.

Section 6.10 Action without a Meeting. Any action which may be taken at any meeting of the members may be taken without a meeting and without prior notice, in accordance with the California Nonprofit Corporation Law.

ARTICLE VII

BOARD OF DIRECTORS

Section 7.1 Powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or bylaws regarding actions that require approval of the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.2 Number of Directors. The authorized number of directors of the Corporation (“Directors”) shall be not less than seven (7) or more than nine (9); the exact authorized number to be fixed, within these limits, by resolution of the Board.

Section 7.3 Qualifications. Each Director shall be a regular member in good standing of the Corporation.

Section 7.4 Term, Election of Successors. Directors shall be elected at each regular meeting for two (2) year terms. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. No person shall hold the office of President for more than two (2) consecutive years.

Section 7.5 Vacancies. A vacancy on the Board shall exist on the occurrence of the following: (a) the death, resignation, or removal of any director or (b) an increase in the authorized number of directors. The Board may remove a Director if the Director has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law. Directors may also be removed without cause by two-thirds (2/3) of the Directors then in office. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. Vacancies on the Board may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. The members may fill any vacancy not filled by the directors.

Section 7.6 Compensation. The Corporation shall not pay any compensation to Directors

for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Section 7.7 Meetings. The Board shall meet monthly or when summoned by the President, to consider the work and welfare of the Corporation.

Section 7.8 Quorum. A majority of the total number of authorized directors shall constitute a quorum for the transaction of business. Any meeting held where less than a quorum attends may be adjourned to a specified time and place, without further notice until a quorum shall attend.

Section 7.9 Conflict of Interest. The Board shall adopt a Conflict of Interest Policy that is consistent with federal and state laws and guidelines, and such policy shall be amended as necessary to remain current with legal requirements of a not for profit, tax-exempt organization.

ARTICLE VIII

OFFICERS

Section 8.1 Officers. The officers of the corporation shall consist of a President, Vice President, Treasurer and Secretary, and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the secretary nor the treasurer may serve concurrently as the President. In addition to the duties specified in this Article VIII, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board, and shall perform such additional duties as the Board shall from time to time assign.

Section 8.2 President. The President shall preside at all meetings. In addition, the President shall appoint all committees and be an ex officio member of each committee.

Section 8.3 Vice President. The Vice President shall preside in the absence of the President. The Vice President shall assist and be familiar in the work of the President.

Section 8.4 Secretary. The Secretary shall keep an accurate account of the proceedings of all meetings, both regular and executive, and shall be prepared at any meeting to refer to minutes of the previous meeting and shall be responsible for the custody of all books, records and papers of the Corporation except such as shall be in charge of the Treasurer.

Section 8.5 Treasurer. The Treasurer shall keep accounts of all monies of the Corporation received and disbursed and shall deposit all monies and valuables in the name of the Corporation in such depositories as the Board shall designate. Checks five hundred dollars (\$500.00) or under may be signed by any of the following officers: President, Vice President, Secretary or Treasurer. Any financial obligation involving an amount up to five hundred dollars (\$500.00) may be incurred by the Board. Checks over five hundred dollars (\$500.00) may be signed by any two (2) of the following officers: President, Vice President, Secretary or Treasurer. Any financial obligation involving an amount in excess of five hundred dollars (\$500.00) must receive the

prior approval of a majority vote of all board members present at any board meeting. Any disbursement may be approved by a majority vote of the board members present at any regular meeting of the Board.

ARTICLE IX

COMMITTEES

Section 9.1 Committees of Directors. The Board may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members;
- (b) Fill vacancies on, or remove the members of, the Board or in any committee that has the authority of the Board.
- (c) Fix compensation of the directors for serving on the Board or on any committee.
- (d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- (f) Appoint any other committees of the Board of Directors or their members.
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- (h) Approve any self-dealing transaction, except as provided by Section 5233 of the California Nonprofit Corporation Law.

No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 9.2 Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article VII,

concerning meetings and actions of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules consistent with the provisions of these bylaws for the government of any committee.

ARTICLE X

FISCAL YEAR

Section 10.1 Fiscal Year. The fiscal year of this Corporation shall begin on January 1 and shall end on December 31.

ARTICLE XI

AMENDMENTS TO BYLAWS

Section 11.1 Amendments. These By-Laws may be amended by the affirmative vote of a majority of the members, provided the proposed amendment shall have been presented in writing to the membership at least ten (10) days prior to being voted upon.

by the affirmative vote of a majority of the outstanding shares entitled to vote or by the written consent thereof, except as otherwise provided by law or by the Articles of Incorporation

ARTICLE XII

RECORDS AND REPORTS

Section 12.1 Minute Book; Corporate Records. The Corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. The Corporation shall make the books and records available for inspection by the Directors and members at all reasonable times.

Section 12.2 Articles of Incorporation and Bylaws. The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 12.3 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 12.4 Annual Report; Statement of Certain Transactions. The Board shall cause an

annual report to be sent to all Directors and Members, within 120 days after the end of the corporation's fiscal year, containing the following information:

- (a) The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year; and
- (e) The information required by Section 6322 of the Law concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report 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.

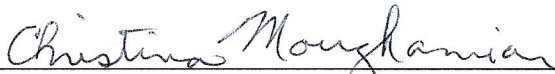
Section 12.5 Corporate Seal. The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

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CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting as Secretary of the U.C. Berkeley Alumni, a California nonprofit public benefit corporation, and the above bylaws, consisting of 8 pages, are the bylaws of this corporation as adopted by the Board of Directors on November 30, 2014, and that they have not been amended or modified since that date.

Executed on November 30, 2014, at Berkeley, California.



Christina Moughamian, Secretary