

**THE SOUTHWEST WELSH SPRINGER SPANIEL CLUB, INC.**  
A California Nonprofit Public Benefit Corporation

**CONSTITUTION**

**ARTICLE I**

**Name, Region, Objectives, Limitations, and Revisions**

**SECTION 1. Name**

The name of the Club shall be the Southwest Welsh Springer Spaniel Club, Inc. and shall hereafter be referred to as the “Club” or the “Corporation”.

**SECTION 2. Region**

Territory to be covered by the Club shall be the Pacific Southwestern states: California, Arizona, Nevada, and Utah.

**SECTION 3. Objectives**

The Objectives of the Club shall be:

(a) To encourage and promote quality in the breeding of purebred Welsh Springer Spaniels and to do all possible to bring their natural qualities to perfection, including, but not limited to, promoting and protecting the sporting and hunting heritage;

(b) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Welsh Springer Spaniels shall be judged;

(c) To protect and advance the interests of the breed and to encourage sportsmanlike competition at conformation, companion and performance events;

(d) To conduct events such as, but not limited to or necessarily inclusive of, these events: sanctioned matches and licensed specialty shows, hunting tests, obedience trials and other events under the rules of the American Kennel Club;

(e) To encourage training of dogs and the education of the public, owners, handlers, and judges;

(f) To cooperate with AKC-associated and other Welsh Springer Spaniel groups.

(g) Other objectives referred to in the Club’s Articles of Incorporation.

**SECTION 4. Limitations**

The Club shall not be conducted or operated for profit and no part of any funds of the Club shall inure to the benefit of any individual(s).

## **SECTION 5. Revisions**

The members of the Club shall adopt and may from time to time revise the Bylaws as may be required to carry out these objectives.

# **THE SOUTHWESTERN WELSH SPRINGER SPANIEL CLUB, INC.**

A California Nonprofit Public Benefit Corporation

## **BYLAWS**

### **ARTICLE I**

#### **Non-Profit Corporation Issues**

#### **SECTION 1. Name**

The name of this club is The Southwest Welsh Springer Spaniel Club, Inc. (the "Club" or the "Corporation").

#### **SECTION 2. Offices**

The initial principal office of the Club shall be located in the City of Los Angeles, County of Los Angeles, State of California. The Board of Directors may at any time, change the location of the principal office from one location to another within the State of California.

#### **SECTION 3. Purposes**

##### General Purposes

This Club has been formed for charitable, scientific, literary, and educational, purposes,; to foster national sports competition, and to promote prevention of cruelty to animals, as stated in greater detail in Article II of this Corporation's Articles of Incorporation.

In addition, this Club has been formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the noted general and specific purposes. The Club shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its general and specific purposes. This Club shall hold, and may exercise, all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Club. In no event, however, shall the Club engage in activities that are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code

##### Specific Purpose

The specific purpose of the Club is to educate, encourage, and promote quality purebred Welsh Springer Spaniel dogs and the sporting heritage; to conduct events such as sanctioned matches, specialty shows, hunting tests, obedience trials and

other events under the rules of the American Kennel Club; to advance the education of the public, owners, handlers, and judges.

#### **SECTION 4. Limitations**

##### **Nonpartisan Activities**

This Club has been formed under the California Nonprofit Public Benefit Corporation Law (the “Law”) for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Club shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Club shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

##### **Prohibited Activities**

The Club 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 Section 3. The Club 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 Section 3 shall be construed as allowing the Club 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.

#### **SECTION 5. Dedication of Assets**

The property of the Club is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Club shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Club 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 Section 3 hereof.

#### **SECTION 6. Distribution of Assets Upon Dissolution**

On liquidation or dissolution, all remaining properties and assets of the Club shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE II** **Membership**

#### **SECTION 1. Eligibility**

This Club admits members as follows: any person that subscribes to the purposes and basic policies of the Club and whose admission will contribute to the Club's ability to carry out its purposes, shall be eligible for membership on approval of the membership application by the Board of Directors and on timely payment of such dues and fees as the Board may fix from time to time.

Members shall have the right to vote, as limited by class below, on the election of directors, the disposition of all or substantially all of the Club's assets, any merger and its principal terms and any amendment of those terms, any election to dissolve the Club, the amendment of the Club's Articles of Incorporation, Constitution, or Bylaws, and such other matters as set forth in these Bylaws and the Law. In addition, members shall have all rights afforded members under the Law and these Bylaws. This Club may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to members. No member shall be entitled to any dividend or any part of the income of the Club.

There shall be six (6) classes of membership:

1) CHARTER MEMBERSHIP is offered to the individuals who have gathered together to form this club. They pay no fee while acting as a Charter Member. They have full voting rights only to the point in time the group becomes a recognized Regional Club by WSSCA and the first board of directors has been elected. Charter Membership applications must be received no later than 60 days prior to WSSCA approval of the club. There will be no Charter Memberships issued after the club has been approved by the WSSCA. Charter Members will automatically be rolled over to Regular Member or Associate Member upon payment of the club's first annual dues; to Junior Member or Emeritus Member upon request presented to the Board of Directors.

(2) REGULAR MEMBERSHIP shall be open to all persons 18 years of age and older who are in good standing with The American Kennel Club, who subscribe to the purposes of this Club, and pay dues. Regular Membership carries the right to one vote, to hold office on the Board of Directors, and to chair committees. All Regular Members must attend and participate in at least one Club event every year as a condition to continuing Regular Membership. In the event that a Regular Member does not meet the participation requirement within a Club Year, they will be downgraded to Associate Member until such time that they meet this requirement.

(3) FAMILY MEMBERSHIP is available, which shall grant Regular Memberships to 2 adults and Junior Memberships to any minors living at the same address.

(4) JUNIOR MEMBERSHIP is available for persons under the age of 18. This is a non-voting membership unless the issue is related to Junior Showmanship. Junior Members do not pay dues and may not hold Office on the Board of Directors or Chair a Committee unless it involves an issue directly related to Junior Showmanship, such as selection of a Judge at a club sponsored Junior Showmanship event.

(5) ASSOCIATE MEMBERSHIP is available to all persons 18 years of age and older who live outside the territory. Associate Members pay dues and are eligible to participate in club functions, receive club awards, and enjoy all other member benefits, however, this is a non-voting membership. Associate Members may not hold Office on the Board of Directors or Chair a Committee, however, they may serve as working members of committees.

(6) EMERITUS MEMBERSHIP is available to individuals who have been a member in good standing of the club for a period of 10 years, or a combined period of 10 years membership in WSSCA & the club; or have reached the age of 70; or if under the age of 70, are unable to participate in club business but wish to remain informed of club activities. They pay no dues and have no voting privileges.

## **SECTION 2. Dues**

Regular Member dues shall be \$20.00 per year for an individual and \$30.00 for a Family of two per year. Associate Member dues shall be \$10.00 per year. Junior Members & Emeritus Members will not be assessed dues. Dues are payable on or before the first of November of each year. No member may vote whose dues are not paid for the current year. Any new member joining the Club during the fourth quarter of any calendar year shall have current-year dues waived, and dues will be applied to succeeding fiscal year. During the month of September, a statement of dues for the ensuing year shall be sent to each member. Dues may be changed by a vote of the Board of Directors before the annual meeting but may not exceed a \$5.00 increment per person, per year without an amendment to these Bylaws.

## **SECTION 3. Application for Membership**

Each applicant for membership shall apply on a form approved by the Board of Directors, said form to include a copy of the club's Constitution and Bylaws. The application shall provide for certification that the applicant has read and agrees to abide by this Club's Constitution, Bylaws, and Code of Ethics, as well as the rules of The American Kennel Club. The applicant shall give his or her name, address, occupation, and interests, and the endorsement of one member in good standing. The applicant shall submit the appropriate dues payment with the application to the membership chair of the club. The application of new members shall be reported to the Board at its monthly meetings and recorded in the minutes and in the newsletter. If approved by the Board, the applicant shall become a member upon attendance at one (1) club event or meeting within twelve months of their application. The Board will identify at least three such events during each fiscal year, in addition to the Annual Meeting, at least 2 months in advance. Dues payment shall be refunded upon request if the membership has not been activated or in the event membership is not approved.

## **SECTION 4. Termination of Membership**

Membership may be terminated:

- (a) By resignation. Any member may resign from the Club upon written notice to the Secretary.
- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases.
- (c) By expulsion. A membership may be terminated by expulsion of the member as provided in Article VII of these Bylaws.

## **ARTICLE III** **Meetings**

### **SECTION 1. Annual Meeting**

The annual meeting of the Club shall be held during the first quarter of the calendar year at a place, date, and time designated by the Board of Directors.

Due to the large area this Club encompasses, all meetings will be made available to members electronically, by a method similar to Skype. The meetings may be held in conjunction with a show or other event where members will naturally be gathered but the time and place should be appropriate for concentrating on the meeting and be electronically available to members. Electronic attendance will be considered a personal attendance for the purpose of record keeping, meeting quorum requirements and filling member participant requirements. The Secretary shall give notice of the annual meeting to each member at least thirty (30) days prior to the date of the meeting. The quorum for the annual meeting shall be ten percent (10%) of the members in good standing or at least 5 members in good standing, whichever is greater. This percentage/number may be changed by vote of the Board of Directors. Acceptable methods of meeting include in person, electronic meetings, conference call, or other methods of real-time interaction.

### **SECTION 2. Club Meetings**

Regular club meetings should be held at least once per quarter via electronic media available to all members. Club meetings shall meet the requirements of Section 1 except that election of the officers and board members shall take place only at the annual meeting. At least three regular meetings will be held, at regular intervals during the calendar year in addition to the annual meeting.

Special Club meetings may be called by the President or by a majority vote of the members of the Board. The meeting shall be available to all members via electronic media. A special meeting shall be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the members of the Club who are in good standing or at least 5 members in good standing, whichever is greater. Such meeting shall be held at such place, date, and time as may be designated by the Board of Directors; conference call, mail, email, and fax are acceptable methods of meeting. The Secretary shall give notice of such meeting at least fourteen (14) days and not more than thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be ten percent (10%) of the members in good standing or at least 5 members in good standing, which ever is greater.

### **SECTION 3. Board Meetings**

All meetings will be available to members via electronic media. The first meeting of the Board shall be held immediately following the annual meeting or election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the Board. The Secretary shall give notice of this meeting to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board attending in person, by mail, email, FAX or telephone conference call.

The Board of Directors may conduct its business by mail, email, FAX, web conference or telephone conference call or other electronic means through the Secretary. Items voted upon by telephone conference call must be confirmed in writing or email within 7 days. Any new items being brought forward to the Board by non-board members must be sent to the board within one week prior to the next scheduled Board meeting so that it can be scheduled into the agenda and so that the appropriate members might be invited to present the item.

#### **SECTION 4. Special Board Meetings**

All meetings will be available to members via electronic media.

Special meetings of the Board may be called by the President and shall be called by the Secretary upon receipt of request signed by at least 3 members of the Board. Such special meetings shall be held at a place, date and time designated by the person or persons authorized to call such meetings. Special Board Meetings are open to general attendance, though only Board members and those presenting specific agenda items may actually participate. Notice of such a meeting shall be given by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting and said notice shall state the purpose of the meeting and that no other Club business may be transacted thereat. The quorum for such a meeting shall be a majority of the Board. Minutes of Special Board meetings shall be posted within 7 days.

#### **SECTION 4a. Executive Meetings**

The Board may call an executive meeting for the purpose of conducting business of a confidential nature. These executive meetings may only be attended by the board members and parties directly involved with the topic of discussion. Any minutes taken will remain confidential unless the Board votes to release them.

#### **SECTION 5. Voting**

Regular Members in good standing whose dues are paid for the current year shall be entitled to vote at any meeting of the Club, except that only Board members and Officers may vote at Board and Executive meetings..

1. Motions require a simple majority of votes to pass.
2. Elections will be decided in favor of the candidate who receives the greatest number of votes. In case of a tie, the winner will be decided by a coin-flip.
3. Election voting may be conducted in person at the meeting.
4. An absentee ballot may be requested from the Club Secretary at least 10 days prior to the meeting. Absentee ballots will be accepted if received at least 3 days prior to the meeting.
5. A vote by letter, fax, or email must be received at least 5 days prior to the election deadline.
6. Voting by proxy shall not be permitted.

#### **SECTION 6. Club Meeting Location**

Club meetings will be available to members by electronic media. The geographic location can be anywhere within the club territory as designated by the Board of

Directors. The location of the next meeting should be announced at the end of each meeting.

## **ARTICLE IV** **Directors and Officers**

### **SECTION 1. Board of Directors**

The Board shall be comprised of the President, Vice President, Secretary, Treasurer, Show Chairman and 2 directors, all of whom shall be Regular Members in good standing and who are residents of the Club territory. One person may hold more than 1 board seat if it does not constitute a conflict of interest; i.e., Show Chairman should not also be the Treasurer. Each board member may cast only 1 vote, even if they hold 2 or more seats. The officers and directors shall be elected for two-year terms at the Club's annual election as provided in Article III, Section 5, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

### **SECTION 2. Officers**

The Club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

a. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these Bylaws. The President shall have general supervision and direction of the Club, shall appoint all Committee chairs and be an ex-officio member of all Club committees.

b. The Vice President shall have the duties and shall exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice President shall also serve as liaison officer with other Welsh Springer Spaniel specialty clubs . The Vice President will also act as the Parliamentarian and Sergeant-At-Arms.

c. The Secretary shall act as both the Recording and Corresponding Secretary, shall keep a record of all meetings of the Club and of the Board, and of all matters of which the Club shall order a record kept. The Secretary shall have charge of the correspondence, notify members of meetings, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their contact information, and carry out such other duties as prescribed in these Bylaws.

d. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same, in the name of the Club, in a bank approved by the Board. The books shall, at all times, be open to inspection by the Board, and the Treasurer shall report the condition of the Club's finances and every item of receipt or payment not previously reported at each meeting. At the annual meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year. Three Club members appointed by the President and approved by the Board will make an annual audit of the Treasurer's books. The Treasurer shall be bonded in such amount as determined by the Board of Directors.



### **SECTION 3. Vacancies**

Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose, except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice President shall be filled by vote of the Board.

## **ARTICLE V**

### **The Club Year, Voting, Nominations, Elections**

#### **SECTION 1. Club Year**

The Club operates on the Calendar Year, a period of 12 consecutive months beginning on January 1 and ending on December 31. The elected officers and directors shall take office on January 1 and each retiring officer shall turn over to the successor all properties and records relating to that office within thirty days. The Club's fiscal year (tax year) is the Calendar Year.

#### **SECTION 2. Nominations**

No person may be a candidate in a Club election who has not been nominated. In March, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom should be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chair for the Committee and it shall be his or her duty to call a committee meeting, which shall be held on or before May 1.

The Nominating Committee shall gather a list of candidates interested in running for available offices or directorships. The Nominating Committee shall then submit the list, which shall have at least one candidate for each office or directorship after securing the consent of those nominated, to the Club Secretary in writing.

a. The Nominating Committee shall select one or more candidate for each office and for each directorship and, after securing the consent of each person so selected, shall immediately report their nominations to the Secretary in writing.

b. Upon receipt of the Nominating Committee's report, the Secretary shall, before May 15, notify each member of the candidates who have been nominated by the Nominating Committee.

c. Additional nominations may be put forth between April 1 and June 30 by any Regular Member in good standing, provided that the person so nominated accepts in writing. No person may be a candidate for more than one position,

d. Nominations may not be made in any manner other than as provided in this section.

### **SECTION 3. Elections**

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidate(s) for Director(s) who receive the greatest number of votes for each position shall be declared elected to the Board of Directors. Voting for elected positions shall be staggered in an effort to add continuity of Club efforts. Even years: vote for President, Secretary and Show Chairman; odd years: vote for Vice-President, Treasurer and Directors-at-Large. Members running for office must have an active involvement with Welsh Springer Spaniel ownership or activity for a minimum of 2 (two) years before they are eligible to run for office.

## **ARTICLE VI** **Committees**

### **SECTION 1. Types of Committees**

From time to time as considered desirable, the Board may choose to appoint standing committees to advance the work of the Club in such matters as dog shows, field events, obedience trials, trophies, prizes, membership, and other activities which may well be served by committees. Special committees may also be appointed by the Board to aid it on particular projects.

### **SECTION 2. Removal of Appointee**

Any committee appointee may be terminated by a majority vote of the Board after written notice to the appointee. The Board may appoint successors to those persons whose service has been terminated.

## **ARTICLE VII** **Discipline**

### **SECTION 1. American Kennel Club Suspension**

Any member who is suspended from privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

### **SECTION 2. Charges**

Any member may prefer charges against another member for alleged conduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of fifty dollars (\$50.00), which shall be forfeited if such charges are not sustained by the Board or Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club or the breed, it may reject the charges. If the Board does not reject the charges, it shall fix a date, place, and time of a hearing by the Board or Committee of not less than three (3) members, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the

charges to the accused member by registered mail together with a notice of the hearing and an assurance that the accused may personally appear in their own defense and bring evidence and witnesses if they wish.

### **SECTION 3. Board Hearing**

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should charges be sustained after hearing all evidence and testimony presented by complainant and accused, the Board or Committee may, by a majority vote of those present, suspend the accused member from all privileges of the Club for no more than six (6) months from the date of the hearing. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any. If the Board or Committee deems that suspension is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the member's right to appear before fellow members at the Club meeting which considers the recommendation of the Board or Committee.

### **SECTION 4. Expulsion**

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board or Committee hearing and recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the recommendation. The member shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak in his or her own behalf. The members present will then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

## **ARTICLE VIII** **Amendments**

### **SECTION 1. Proposal**

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date that the Secretary received the petition.

### **SECTION 2. Voting**

Proposed amendments to the Constitution and/or Bylaws must be included in a notice of meeting and provided to each member at least two weeks prior to the date of the

meeting. In order to pass, the amendment requires a two-thirds (2/3) or greater approval by the members voting at the meeting.have

**ARTICLE IX**  
**Dissolution**

**SECTION 1. Procedure for Dissolution**

The Club may be dissolved at any time by written consent of no less than two-thirds (2/3) of the members. In the event of the dissolution of the Club, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof, nor any assets of the Club shall be distributed to any of its members. After payment of the debts of the Club, its property and assets shall be given to a charitable organization selected by the Board of Directors.

**ARTICLE X**  
**Order of Business**

**SECTION 1. Club Meetings**

At meetings of the Club the order of business, so far as character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Acceptance of new members
- Unfinished business
- New business
- Adjournment

**SECTION 2. Board Meetings**

At meetings of the Board the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Minutes of the last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- Election of new members
- New business
- Adjournment

**SECTION 3. Rules of Order**

All rules of order not covered by this Constitution and Bylaws shall be governed by Robert's Rules of Order, Revised.

**CERTIFICATE OF SECRETARY**

*I, the undersigned, certify that I am the presently elected and acting secretary of The Southwest Welsh Springer Spaniel Club, Inc., a California nonprofit public benefit corporation, and the above Constitution and Bylaws, consisting of twelve (12) pages, are the Constitution and Bylaws of this Corporation as adopted by the Board of Directors on August 20, 2015, and that they have not been amended or modified since that date.*

Executed on August 20, 2015, at Los Angeles, California.

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Secretary