

BYLAWS
OF
CALIFORNIA CULTURE CHANGE COALITION

(a California nonprofit public benefit corporation)

ARTICLE I

Organization

Section 1. Name

The name of this corporation is California Coalition for Cultural Change.

Section 2. Purpose

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any activities 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 (or the corresponding provision of any future United States Internal Revenue Law) or, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The purpose of the corporation includes, but is not limited to (i) providing a forum inclusive of all stakeholders, residents, family members and persons working in nursing homes, government, etc., (ii) promoting culture change in Long Term Care (“LTC”), (iii) providing opportunities to learn about culture change in LTC, (iv) offering resources to those interested in LTC culture change, (v) creating an environment for networking, problem solving and support for individuals and organizations involved in LTC culture change and, (vi) identifying and promoting transformations in practice, services, public policy and research by educating local and state administrators, regulators, surveyors and the general public and community about LTC culture change.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 3. Organization

No dividends shall be declared or paid to any private individual or person nor shall any private individual or person upon the dissolution of the corporation for any reason be entitled to receive a distribution or other share of the assets then owned or held

by the corporation, it being expressly understood that this corporation is not formed for profit and is a corporation which does not contemplate pecuniary gain, profit or dividends for any private individual or person and, as a corporation organized and operated exclusively as a nonprofit public benefit corporation, no part of the net earnings of which shall inure to the benefit of any private individual or person. Upon dissolution of this corporation of its business, its properties and assets shall be set over to and used for the objects and purposes set forth in the Articles of Incorporation of the corporation.

Section 4. Principal Office

The principal office of the corporation shall be fixed and located at such place as is determined by resolution of the Board of Directors. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted by the Secretary, but shall not be considered an amendment of these Bylaws. Other business offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II

Board of Directors

Section 1. Powers

The Board of Directors shall exercise the powers of the corporation, control its property and conduct its affairs except as otherwise provided by the Articles of Incorporation, the Bylaws of the corporation and the laws of the State of California.

Section 2. 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 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 properly performed.
- d) Adopt, make and use a corporate seal, and alter the form of such seal from time to time, as in their judgment they may deem best, provide such seal shall at all times to comply with the provisions of law.
- e) Appoint, remove and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of the President of the corporation.

- f) Subject to the limitations of California law, the affairs of the corporation shall be managed by or under direction of the Board of Directors. In this role, it shall be the duty of the Board of Directors to:
 - 1) adopt such policies, protocols and procedures for the operation of the corporation as may not be inconsistent with law or with the policies of the corporation;
 - 2) assume responsibility for the conduct, management and control of the non-fiscal operational affairs of the corporation and including adoption of rules and regulations consistent with law and the policies of the corporation;
 - 3) approve, implement, and monitor the corporation's budget;
 - 4) Self-evaluate the Board of Directors annually.

Section 3. Number and Selection of Directors

The authorized number of Directors of the corporation shall be not less than fifteen (15) and not more than twenty-five (25) as fixed from time to time by the Board of Directors. The Directors of the corporation shall select all members of the Board of Directors prior to the annual meeting of the Board of Directors. Each Director shall be at least eighteen (18) years of age.

Section 4. Terms of Office

The terms of office of persons elected to the Board of Directors shall commence on the date of the first meeting of the Board of Directors at which those Directors were elected. Such persons shall hold office for a period of two (2) years unless the Director resigns or is otherwise removed from office. Initially, one-half of the Directors (or as close to one-half as possible) shall be elected on or prior to the annual meeting of the Board of Directors and shall serve for one (1) year until the following annual meeting of the Board of Directors and until their respective successors are selected, subject to the California Corporations Code and the provisions of these Bylaws with respect to vacancies on the Board of Directors. Individuals seeking to become a Director must be fully committed to advancing the purposes of the corporation. Directors are limited to three (3) consecutive terms of office and shall serve without compensation.

Directors shall be elected by the Board in accordance with Section 5 herein. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

Section 5. Vacancies

Vacancies on the Board of Directors shall exist upon the death, resignation or removal of any Director, and whenever the number of authorized Directors is increased. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been

found by a final order or judgment of any court to have breached any duty under state or federal law.

Directors may be removed for serious cause (such as acting in ways that undermine the mission of the corporation or absences from duly noticed Board or Board committee meetings without good cause) by a majority of the Directors then in office. Any Director may resign effective upon giving written notice thereof unless such notice specifies a later time for the effective date 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 in accordance with California law.

Election of Directors shall occur at the annual meeting of the corporation, which shall be the first meeting of the calendar year. 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, then by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waiver of notice complying with these Bylaws, or (iii) a sole remaining Director. A person elected to fill a vacancy as provided by this Section shall hold office until the expiration of the term of the Board position that is vacant.

Section 6. Place of Meeting

The annual meeting and regular meetings of the Board of Directors shall be held at any place designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of such designation, the annual meeting and regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board of Directors may be held either at a place so designated or at the principal executive office.

Section 7. Annual Meeting

The annual meeting of the Board of Directors shall be held at such time and place as may be specified in the notice of such meeting, which notice shall be given as provided for herein, which describes the giving of notice of special meetings.

Section 8. Regular Meetings

The Board of Directors shall meet at least four (4) times a year, at the principal executive office of the corporation, or any other place within or without the State of California which is designated in the notice of any such meeting, which notice shall be given as provided for herein, which describes the giving of notice of special meetings.

Section 9. Special Meetings

The President or the standing Executive Committee may call special meetings of the Board of Directors for any purpose or purposes at any time. Special meetings of the Board of Directors shall be held upon four (4) calendar days' notice given by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, telegraph, telecopy transmission or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as is shown upon the records of the corporation, or as may have been given to the corporation by the Director for purposes of notice, or if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient. A notice or waiver of notice need not specify the purpose of any special meeting of the Board of Directors.

Section 10. Conference Telephone

Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting.

Section 11. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of such Directors.

Section 12. Action at a Meeting, Quorum and Required Vote

The presence of a majority of the authorized number of Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as hereinafter provided. Every act or decision undertaken or approved by the majority of the Directors present at a duly held meeting, at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number of Directors are required by law, the Articles of Incorporation or the provisions of these Bylaws to approve a particular act or decision. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided

that any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles of Incorporation, or by these Bylaws.

Section 13. Validity of a Defectively Called or Noticed Meeting

The transactions of any meeting of the Board of Directors, however called and noticed, shall be as valid as though a meeting had been duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present or who, though present, prior to the meeting or at its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or consent to the holding of such 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 14. Adjournment

A majority of the Directors present at any Directors' meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 15. Restriction on Interested Directors

No more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a director or, (ii) 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. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation in accordance with California law.

Section 16. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the corporation, or, if no such person has been so designated or, in his or her absence, by the President-Elect / 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.

ARTICLE III

Officers

Section 1. Officers

The officers of the corporation shall be a President, a President-elect / Vice President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, one or more additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve as the President

Section 2. Election and Term of Office

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors at any time and each officer shall hold office until he or she resigns, is removed or 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 authorize one or more Vice-Presidents and such other officers to conduct activities on behalf of the corporation as the business of the corporation may require. The Board of Directors shall appoint such Vice-Presidents and other officers, each of whom shall hold office for the period determined by the Board of Directors, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation

Any officer may be removed (with or without cause) by the Board of Directors at any regular or special meeting thereof. The removal of any officer shall be subject, in each case, to the rights, if any, of such officer under any contract of employment. Any officer may resign at any time by giving written notice, without prejudice to the rights, if any, of the corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of receipt of such notice by the corporation 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.

Section 5. President

The President of the Corporation shall be the general manager and Chief Executive Officer of the corporation.

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. The President shall preside at all meetings of the Board of Directors. 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. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President 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. The President is a member of the Executive Committee and may serve as an Ex-Officio member of any / all committees established by the Board.

Section 7. Duties of President-Elect / Vice President

The President Elect / Vice President shall preside over meetings in the absence of the President and shall have such other duties as may be assigned from time to time by the Executive Committee of the Bard. The President-Elect / Vice President shall be a member of the Executive Committee.

Section 8. Additional Vice-Presidents

Additional Vice-Presidents, if any, shall perform such duties as designated by the Board of Directors. In the absence or disability of the President and / or the President-Elect / Vice-President, the Vice-Presidents, if any, shall, at the request of the Board of Directors, perform all of the duties of the President and when so acting shall have all of the powers of and be subject to all of the restrictions upon the President.

Section 9. Secretary

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive officer or such other place as the Board of Directors may order a Book of Minutes of actions taken at all meetings of the Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at Directors' meetings. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, shall keep the seal of the corporation in

safe custody, and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 10. Treasurer

The Treasurer or Chief Financial Officer shall act as the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall submit a statement of accounts at each regular meeting of the Board of Directors and make such reports as the Board of Directors may require, and shall make an annual report prior to the annual meeting of the Board of Directors. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board of Directors all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of the corporation as may be ordered by the Board of Directors, shall render to the President or the Board of Directors, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 11. 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 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 IV

Committees

Section 1. Standing Committees

The Executive Committee shall consist of the President, the President-Elect / Vice President, the Secretary and the Treasurer of the corporation. The Board of Directors may, by a majority vote, designate more of its members to be on the Executive Committee. The Board may delegate to the Executive 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 Board or of a majority of all of the Directors.
- (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 appointment of committees of the Board or the members thereof.
- (f) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (g) 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.

By a majority vote of its Directors 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 Committee 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 be designated by a resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity to the Board.

Section 3. Committee Chairs

The President shall appoint chairpersons of committees. The President, with the approval of the Board of Directors, may name co-chairs for any committee. With the approval of the Board of Directors, an individual may serve as chair or co-chair of more than one standing committee.

Section 4. Meetings and Actions of Committees

Meetings and actions 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 V

Nondiscrimination

Section 1. Indemnification

To the full extent permitted by law and in the manner provided by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under California Corporations Code Section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or enterprise, against expenses (including, without limitation, attorneys' fees and any expenses of establishing a right to indemnification), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and

with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 2. Payment of Expenses

To the extent permitted by law, the corporation shall indemnify an agent of the corporation that has been successful on the merits in defending any proceeding referred to in this Article, or in defense of any claim, issue or matter therein, against expenses actually incurred by the agent, including without limitation, attorneys fees and any expenses of establishing a right to indemnification under this Article.

To the extent permitted by law, expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this section.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or other agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation, against, any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under this Article or otherwise; provided, however, the corporation shall have no power to purchase and maintain such insurance to indemnify any such person for a violation of California Corporations Code section 5233.

ARTICLE VI

Miscellaneous

The corporation shall keep at its principal executive office in California, or if its principal executive office is not in California, then at its principal business office in California, the original or a copy of its Articles of Incorporation and Bylaws as amended or otherwise altered to date, certified by the Secretary.

Section 1. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or

endorsed by such person or persons and in such manner as, from time to time, shall be determined by a resolution of the Board of Directors.

Section 2. Records

The corporation shall keep adequate and correct book and records of accounts and shall keep minutes of the proceedings of its Board of Directors and the committees, if any, of the Board of Directors. Such minutes shall be in written form or in any other form capable of being converted into written form.

Section 3. Annual Report

The corporation shall provide to the Directors of the corporation, within one hundred (120) days after the close of its fiscal year, a report containing the following information in reasonable 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 the 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 California Corporations Code Section 6322 as amended from time to time.

Section 4. Conflict of Interest

No Director shall vote upon or otherwise use his or her personal influence to affect the outcome of any Board of Directors action with respect to any matter as to which such Director has any duality or possible conflict of interest. Any such matter shall be resolved or determined in accordance with the requirements of law.

The corporation, through its Board of Directors, may promulgate from time to time a conflict of interest policy according to the current law then in effect to be adhered to by its officers and Directors.

ARTICLE VII

Fiscal Year

The fiscal or business year of the corporation shall be on a calendar basis and may be changed by resolution of the Board of Directors of the corporation.

ARTICLE VIII

Amendments

Section 1. Amendment of Bylaws

New Bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors of the corporation.

Section 2. Review of Bylaws of Board of Directors

These Bylaws shall be reviewed annually by the Board of Directors.

The Board of Directors may amend these bylaws at any time, in accordance with Section 1 above, by an affirmative vote of two-thirds of the Board of Directors, but only after a full presentation of such proposed amendment shall have been published in the Notice of Meeting.

Section 3. Record of Amendments

Any amendment or alteration to these Bylaws shall be forthwith filed with the original Bylaws of the corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of California Coalition for Culture Change, a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising eight (8) Articles and fourteen (14) pages, constitutes, the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors of the corporation held on _____, 2007.

IT WITNESS WHEREOF, I have hereunto subscribed my name to this ____ day of _____ 2007.

Secretary of the Corporation