

BYLAWS  
OF  
CALSAGA CHARITABLE FOUNDATION

A California Non-Profit Public Benefit Corporation

ARTICLE I  
NAME, OFFICE AND PURPOSE

The name of this Corporation is and shall be CALSAGA CHARITABLE FOUNDATION (hereinafter "Corporation").

The principal office of the Corporation shall be located in Sacramento County, State of California. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

The specific purpose for which this non-profit Corporation is formed is to establish an educational scholarship fund to provide California Association of Licenses Security Agencies, Guards and Associates ("CALSAGA") members and their employees financial support for college education and continuing professional education. The Corporation will also establish a fund to provide financial assistance to CALSAGA members, employees, and their families who suffer casualties.

ARTICLE II  
NONPARTISAN ACTIVITIES

The Corporation shall be nonprofit and nonpartisan. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, nor shall it engage in any activities which are not permitted for an entity which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE III  
DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any director, officer or member of the Corporation or to any private person or individual. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or Corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV  
MEMBERS

Section 1.    Membership and Voting Rights

The Corporation shall have no members. Any references herein to “members” are to the Board of Directors. Each Director shall have one vote.

ARTICLE V  
BOARD OF DIRECTORS

Section 1.    General Powers

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the Corporation shall be managed and all corporate powers shall be exercised by, or under the direction of, a Board of Directors.

Section 2.    Number, Tenure and Qualifications

The Corporation shall have not less than three (3) nor more than fifteen (15) directors. The exact number within the specified limits shall be fixed by the Board, which shall elect or appoint all directors. The incorporator shall make appointments for initial terms of one (1) year for all Board members. After the initial term, each Director who is re-elected shall hold office for a term of two (2) years. The Board may accept a resignation prior to filling that vacancy with a successor.

Section 3.    Annual and Regular Meetings

An annual meeting of the Board shall be held in the last calendar quarter of each year at a place and time designated by resolution of the Board. The Board may schedule other regular meetings from time to time and provide notice as required by law. The Board shall meet at least twice annually. Written notice shall be given not less than 10

nor more than 90 days before the meeting by first class, registered, or certified mail to all Directors, subject to waiver of notice as provided in Article XI of these bylaws.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called at a designated time and place by the chairperson of the Board, or a majority of the actual directors.

Section 5. Notice of Special Meetings

Notice of any special meeting of the Board shall be given at least two (2) days prior thereto either personally or by telephone or telegram or four (4) days' notice by first-class mail, subject to waiver of notice as provided in Article XI of these Bylaws. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation. The attendance of a director at any special meeting shall constitute a waiver of notice of such meeting.

Section 6. Quorum

A majority of the directors holding office at any point in time shall constitute a quorum. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for that meeting.

Section 7. Manner of Acting

Action by the Board shall be by a majority of the directors present at a meeting duly held at which a quorum is present unless a greater number is required by law.

Section 8. Action Without a 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 shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 9. Participation in Meetings by Means of Conference

Telephone

Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 10. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by a majority of the remaining directors, though less than a quorum.

A Director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 11. Compensation

At the discretion of the Board, directors may receive per diem on a per-meeting basis for their services as members of the Board. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, or employee, or otherwise, and receiving compensation therefor, or from receiving reimbursement for reasonable expenses as an officer or director, as may be determined by resolution of the Board.

Section 12. No Interest in Assets

No director shall possess any property right in or to the property of the Corporation. In the event the Corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation and these Bylaws.

Section 13. Restriction on Interested Directors

If a director is an interested person, interested in the outcome of a particular vote, he or she must disclose the nature of his or her interest and also recuse himself or herself from participating in the discussion or vote on the specific issue. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-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.

ARTICLES VI

OFFICERS

Section 1. Officers

The officers of the Corporation shall be an Chairperson, two Vice-Chairpersons (a “North Vice-Chairperson” and a “South Vice-Chairperson”), and a Secretary/Chief Financial Officer (also referred to as "Secretary/Treasurer"), and such other officers as may be elected or appointed to offices created by the Board. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board. One person may hold two or more offices, except those of Chairperson and Secretary/Chief Financial Officer, and no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers. Officers may be compensated for services as such at reasonable levels as determined by the Board.

Section 2. Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors, but such election shall be subject to any employment contract of any officer. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been elected, unless otherwise removed.

Section 3. Removal

Subject to the rights, if any, of an officer under any contract of employment, any officer elected or appointed by the Board may be removed by the Board with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Resignation

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. Chairperson

The Chairperson shall be chief executive officer and shall have general supervision, direction and control of the business of the Corporation. The Chairperson shall also serve as President of the Corporation. The Chairperson shall preside at all members' meetings.

Section 6. Vice-Chairperson

The Vice-Chairperson designated by the Chairperson to assume the duties and responsibilities of the Chairperson in an emergency shall assume such duties if the Chairperson is absent or unable to carry out his or her duties.

Section 7. Secretary/Chief Financial Officer (“CFO”)

The Secretary/CFO shall be responsible for the mailing of notices and see to the proper recording of proceedings of meetings of the Corporation. Secretary/CFO shall also be responsible for the Corporation's funds and financial records. The Secretary/CFO shall collect and report, or supervise collection and reporting, of all income and expenditures, shall establish proper accounting procedures for the handling of the Corporation's funds, and shall be responsible for the keeping of the funds in such banks as approved by the Board. The Secretary/CFO shall report on the financial condition of the Corporation at meetings of the Board and at other times when called upon by the chairperson.

At the end of each fiscal year, the Secretary/CFO shall prepare, or cause to be prepared, an annual report which shall, if required by the Board, be reviewed by a certified public accountant. At the expiration of the Secretary/CFO's term of office, or upon removal, the Secretary/CFO shall immediately deliver over to the person designated by the Chairperson all books, money and other property in his or her charge.

ARTICLE VII  
FISCAL YEAR

The fiscal year of the Corporation shall be January through December.

ARTICLE VIII  
INDEMNIFICATION OF DIRECTORS, OFFICERS  
AND OTHER AGENTS

The Corporation will, to the extent allowed by applicable state and federal laws, indemnify and hold harmless its officers, directors, agents and employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the Corporation, including without limitation, all reasonable attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

## ARTICLE IX BOOKS AND RECORDS

The Corporation shall keep at its principal office correct and complete books and records of account, written minutes of the proceedings of its meetings, the original or a copy of the Articles and Bylaws as amended to date, and a record giving the names and addresses of all directors/members and the class of membership held by each. All books and records of the Corporation may be inspected by any director or his or her agent or attorney at any reasonable time for any purpose reasonably related to the director's interests as such.

## ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the California Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or by the Bylaws of the Corporation, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

## ARTICLE XI

## RULES OF ORDER

The rules contained in Robert's Rules of Order, as may be changed from time to time, shall govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or then-existing law.

## ARTICLE XII AMENDMENTS TO BYLAWS

New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative majority vote of the Board of Directors at which a quorum is present. A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each director.

### CERTIFICATE

I, Charles H. Bell, Jr., hereby certify:

That I am the Secretary/CFO of CALSAGA Charities, a California Nonprofit Corporation; and that the foregoing Bylaws, consisting of eleven (10) pages, including this one, constitute the Bylaws of said Corporation, as duly approved on the 29<sup>th</sup> day of November 2005, at Sacramento, California.

IN WITNESS WHEREOF, I have hereunto set my hand this 29<sup>th</sup> day of November, 2004.

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Secretary/CFO