PART 2: THE REQUEST FORMAT AND EXPLANATORY NOTES

This form aims at providing the Committee with the information it will require in order to be able to determine whether the organization requesting accreditation meets the criteria figuring in paragraph 88 of the Operational Directives:

88. Non-governmental organizations shall:
   a. have proven competence, expertise and experience in safeguarding (as defined in Article 2.3 of the Convention) intangible cultural heritage belonging, inter alia, to one or more specific domains;
   b. have a local, national, regional or international nature, as appropriate;
   c. have objectives that are in conformity with the spirit of the Convention and, preferably, statutes or bylaws that conform with those objectives;
   d. cooperate in a spirit of mutual respect with communities, groups, and, where appropriate, individuals that create, maintain and transmit intangible cultural heritage;
   e. possess operational capacities, including:
      i. a regular active membership, which forms a community linked by the desire to pursue the objectives for which it was established;
      ii. an established domicile and a recognized legal personality as compatible with domestic law;
      iii. having existed and having carried out appropriate activities for at least four years when being considered for accreditation.

NGOs requesting accreditation should also familiarize themselves with the modalities and procedures for accreditation in paragraphs 89-95 of the Operational Directives, particularly the procedures and documentation requirements detailed in paragraph 94.

<table>
<thead>
<tr>
<th>FORM ICH-09</th>
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</thead>
</table>

**1. Name of the organization**

Please provide the full official name of the organization, in its original language as well as in French and/or English.

Living Cultural Storybases Inc., 'LCS' (Bases des Histoires Culturelles qui Vivent)

**2. Address of the organization**

Please provide the complete postal address of the organization, as well as additional contact information such as its telephone or fax numbers, e-mail address, website, etc.. This should be the postal address where the organization carries out its business, regardless of where it may be legally domiciled (see item 8).

LCS is Legally Incorporated as a California Public benefit Corporation in the USA. Our Fiscal Agent for 501c(3) Nonprofit status for USA tax purposes, and for Nonprofit Incubation of LCS is the 'Community Development Institute' (CDI), USA. Legal documents only for the LCS organization are attached. CDI's available on request. Principal Office (postal address of organization):

Living Cultural Storybases Inc.
c/o Community Development Institute
321 Bell Street, P.O. Box 50099, East Palo Alto, CA 94303, USA
Contact details:
(Primary) Paul Rankin, President & Co-founder of LCS, 165 Balcombe Road, Horley, Surrey, RH6 9DR, UK. Tel +44 1293 775021, Email: paul__rankin@hotmail.com (NB. 2 underscores), Website: www.storybases.org
(Secondary) Nicolas Villaume, Director & Co-Founder LCS.
Website: http://www.nicolasvillaume.com/

3. Country or countries in which the organization is active
Please identify the country(ies) in which the organization actively operates. If it operates entirely within one country, please indicate which country. If its activities are international, please indicate whether it operates globally or in one or more regions, and please list the primary countries in which it carries out activities

☐ national
☒ international (please specify: )
  □ worldwide
  ☒ Africa
  □ Arab States
  □ Asia & the Pacific
  ☒ Europe & North America
  ☒ Latin America & the Caribbean

Please list the primary country(ies) where it is active:
Peru, Mali, Ethiopia, Canada, USA

4. Date of its founding or approximate duration of its existence
Please state when the organization came into existence.

Although only formally registered as LCS Inc. in CA, USA, 27 July 2006, the foundations of its named identity, mission, goals, methods and community activities planning of the Living Cultural Storybases organization were laid early in 2005. LCS grew from the fusion of the two pre-existing social initiatives of its co-founders, viz. 'Voices in Your Hand' and 'Conversations du Monde'. The first PPT concept overview on 'LCS' for partner discussion (available for scrutiny, see attached) is dated 11/07/05. A key early milestone was co-founder N. Villaume’s first 'Voices of the Andes' cultural-safeguarding exhibition (La Paz, Bolivia, Museo Nacional de Etnografia y Folklore, June 2005), accompanied by a book (ISBN 98905-0-868-2, Aug 2005) - which piloted the LCS multimedia exhibitions that are now landmarks on our community development path. An invited exhibition followed in Unesco, Paris Feb 6-23 2006. (http://www.conversationsdumonde.net/telechargements/VOCES_expo.pdf)

July 2005 – July 2006 was devoted to the crucial organization-building work of comprehensive initial benchmarking of other initiatives, background research, contacting potential partners and sponsors, recruiting volunteers (eg via lectures, starting at Stanford University 1/10/05), activating the team and building consensus with the Peru and Mali communities via visits discussing LCS, making sample story recordings etc.
5. Objectives of the organization

Please describe the objectives for which the organization was established, which should be “in conformity with the spirit of the Convention” (Criterion C). If the organization's primary objectives are other than safeguarding intangible cultural heritage, please explain how its safeguarding objectives relate to those larger objectives.

Not to exceed 350 words; do not attach additional information

<table>
<thead>
<tr>
<th>Indigenous peoples represent less than 5% of the world’s population, but more than half of humanity’s cultures. Yet they are the poorest and most disenfranchised. Already one language dies every 10 days. Within 50 years over one half the world’s cultures will be gone: cultural diversity is disappearing much faster than plant or animal diversity. We face a cataclysmic loss of millennia of wisdom and knowledge on a planet threatened by megacity monocultures, economies of scale, environmental destruction, greed and an increasing gap between rich and poor. We all need their understanding of fragile environments, custodianship of biodiversity, unique models of cooperative living, alternative approaches to education, health and well being, skills, artistry and ancient wisdom.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Storytelling transmits the essence of any culture, encapsulating deeper beliefs, values and identity, inspiring ways of behaving and believing. For indigenous peoples, stories also teach practical skills and artistry, transmit custodial knowledge of biodiversity and how to live in fragile environments.</td>
</tr>
<tr>
<td>LCS nurtures the oral heritage of minority cultures by developing respectful methodologies, accompanied by empowering novel, yet appropriate digital technology solutions. We aim to exploit networking and cheap, low-power digital audio devices to enable indigenous communities to share and celebrate their traditional stories, poems or songs, stimulating a cultural dialogue with community members dispersed across great distances or now immersed in an urban cash economy.</td>
</tr>
<tr>
<td>Specifically, LCS helps minority communities build evolving digital repositories in their own language of their cultural narratives and knowledge, i.e. ‘Storybases’. Such repositories will be engineered to be accessible by all members of a language group, reaching significant impact for the culture. Our pilots in Peru and Mali prove that training of young agents to record their elder's stories and the resulting community digital resource, empower the community, strengthen cultural identity, pride and social cohesion, reconnect the generations, create new cultural and economic opportunities and strengthen their proud voices in the global society.</td>
</tr>
<tr>
<td>Unlike anthropologists who have recorded vanishing oral legacies, our approach assists these communities in keeping their own languages, values and traditions alive in a changing world.</td>
</tr>
</tbody>
</table>

Links:

http://www.storybases.org
http://www.youtube.com/watch?v=GHB-yMoDhYo
http://tambobamba-lcsandes.blogspot.com/
http://storybases-tamacheq.blogspot.com/
http://storybases-ethiopia-visit.blogspot.com/
6. The organization’s activities in the field of safeguarding intangible cultural heritage

Items 6.a. to 6.c. are the primary place to establish that the NGO satisfies the criterion of having “proven competence, expertise and experience in safeguarding (as defined in Article 2.3 of the Convention) intangible cultural heritage belonging, inter alia, to one or more specific domains” (Criterion A).

6.a. Domain(s) in which the organization is active

Please check one or more boxes to indicate the primary domains in which the organization is most active. If its activities involve domains other than those listed, please check “other domains” and indicate which domains are concerned.

- [ ] oral traditions and expressions
- [ ] performing arts
- [ ] social practices, rituals and festive events
- [ ] knowledge and practices concerning nature and the universe
- [ ] traditional craftsmanship
- [ ] other domains - please specify:

6.b. Primary safeguarding activities in which the organization is involved

Please check one or more boxes to indicate the organization’s primary safeguarding activities. If its activities involve safeguarding measures not listed here, please check “other safeguarding measures” and specify which ones are concerned.

- [ ] identification, documentation, research (including inventory-making)
- [ ] preservation, protection
- [ ] promotion, enhancement
- [ ] transmission, formal or non-formal education
- [ ] revitalization
- [ ] other safeguarding measures - please specify:

The digital linking of minority cultures’ intangible heritage, such as indigenous knowledge, storytelling, poems songs and music, to craft work, antefacts or produce (ie to their tangible heritage)
6.c. Description of the organization’s activities

Organizations requesting accreditation should briefly describe their recent activities and their relevant experience in safeguarding intangible cultural heritage. Please provide information on the personnel and membership of the organization, describe their competence and expertise in the domain of intangible cultural heritage and explain how they acquired such competence. Documentation of such activities and competences may be submitted, if necessary, under item 8.c. below.

Not to exceed 750 words; do not attach additional information

ACTIVITIES

LCS aims to support living networks of spoken stories, poems and songs for the communities themselves to celebrate, share and re-interpret their cultural knowledge in the changing world. By providing simple, cost-effective technological tools in conjunction with methodological and educational support, LCS hopes to reconnect dispersed communities and the urban diaspora to embrace and re-interpret their traditional narratives, strengthening their cultural identity across the generations.

The results of our pilot work over the last two years have proved our concept and methodology in two entirely different contexts: Quechua-speaking mountain communities in Peru and Tamacheq-speaking nomadic Tuaregs in the Saharan desert of Mali.

In Peru, more than 20 Quechua communities were involved in the LCS program, over 60 voluntary students were trained, recording >200 stories from >80 storytellers, 50 of which were edited and placed in 4 local community exhibitions. More than 30 radio broadcasts have been created by the Quechua team itself and a very high-profile exhibition was given in Cusco, as part of the 11th International Congress of Ethnobiology. See http://conversationsdumonde.blogspot.com/2008/07/expo-cusco-lcs.html and http://tambobambalcsandes.blogspot.com.

In Mali, LCS built a local team in Timbuktu, collected over 100 stories, and created a unique locally-relevant project vision. Stories in Tamacheq with photos were recorded from: several camel expeditions to expert storytellers in remote desert encampments, in the Timbuktu town, and from ‘Talking Manuscripts’, ie local-language readings of their written heritage, viz. the libraries of ancient manuscripts. These were catalogued, selected and digitally edited. Timbuktu students were trained in respectful protocols to ensure Full Prior Informed Consent and in professional digital story capture. A women’s group collected a special set of stories for urbanized/Diaspora Tuareg children. Our work in the challenging Timbuktu environment was been presented at a much-celebrated Soiree of master storytelling- the first in this fabled city for centuries- and at the first multimedia exhibition the region has ever seen, not to mention over two radio stations. See http://storybases-tamacheq.blogspot.com.

LCS has started creating technology innovations specifically adapted for indigenous populations and oral cultures, e.g. ‘Talking Cultural Objects’ and ‘Touchscreen Talking Portraits’, first realizations of potent technology opportunities. Specifically, we prototyped in Peru two innovative digital devices: the voice-message touchscreen for linking generations around local-language stories in a multimedia exhibition and ‘Talking Weaves’: a new way for adding value and meaning to craftwork, promoting a minority culture’s identity and heritage to outsiders. The Storybases will be engineered into digital
resources accessible by all cultural members.

The LCS methods are very flexible, and have proven successful for two minority oral cultures with widely differing historical, religious, geographic and lifestyle contexts. In short, the LCS vision and mission is unique and successful, and seems scalable and replicable: validated by feedback from Ethiopian Southern Nations.

**COMPETENCE and EXPERTISE**

Field work is always staffed as far as possible by the community itself. The LCS co-founders bring grass-roots community-empowerment experience and knowledge of intangible heritage:

- **Paul Rankin (UK)**
  
  Paul was the social entrepreneur and technology architect behind a win-win enterprise, 'Voices in Your Hand', providing an appropriate form of digital inclusion for illiterate or disadvantaged people in urban slums and remote regions. This became a major pilot in a poor Brazilian shantytown, see [http://voices.rdvp.org/eng/](http://voices.rdvp.org/eng/). After 36 years of project leadership in diverse scientific domains and interactive multimedia as a Senior Research Fellow with Philips Electronics, his name is on ~40 patents and articles in international scientific publications. Widely travelled to remote regions and peoples, he was a Winston Churchill Trust Fellow, studying 'The cultural impact of the Internet on tribal communities' and a Reuters Digital Vision Fellow at Stanford University, California.

- **Nicolas Villaume (France)**
  
  A world renowned photographer and intrepid traveler, Nicolas is also the founder of 'Conversations with the World', a visual exploration of international emotion that has resulted in both a book and several exhibitions, see [http://www.nicolasvillaume.com](http://www.nicolasvillaume.com). Previously online publisher and development director for international media groups, he is the project leader and photographer of 'Voices of the Andes' and many multimedia exhibitions about Andean oral traditions, presented in Bolivia, Peru, Ecuador and France, with Alliance Français and UNESCO sponsorship. ([http://www.conversationsdumonde.net/](http://www.conversationsdumonde.net/)) He is also involved in another initiative, indigenous voices on climate change: [http://www.conversationsearth.org/](http://www.conversationsearth.org/).

See [http://www.storybases.org/team2.htm](http://www.storybases.org/team2.htm) for further relevant experience in education, social initiatives, technology and media brought by other core LCS members. LCS is supported by volunteers, translators and an expert advisory panel: including Program Officers from our donors (The Christensen Fund [http://www.christensenfund.org/](http://www.christensenfund.org/)), several Professors at Stanford and Harvard Universities and cultural experts inter alia.
7. Its experiences cooperating with communities, groups and intangible cultural heritage practitioners

The Committee will evaluate whether NGOs requesting accreditation "cooperate in a spirit of mutual respect with communities, groups and, where appropriate, individuals that create, maintain and transmit intangible cultural heritage" (Criterion D). Please briefly describe such experiences here.

Not to exceed 350 words; do not attach additional information

<table>
<thead>
<tr>
<th>Our LCS tenets are:</th>
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<tbody>
<tr>
<td>• Diversity is precious</td>
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<td>• Culture is experienced and enacted, i.e. lived, it can't be preserved like an artefact</td>
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<tr>
<td>• Cultures are not static, they evolve</td>
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<tr>
<td>• Stories are the essence of a culture</td>
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<td>• Once the stories are no longer re-told, the culture is dead</td>
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<tr>
<td>• The communities must own the process and its pace</td>
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<tr>
<td>• Bottom-up, not top-down</td>
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<tr>
<td>• Outsiders can facilitate - bringing a global perspective, extracting general principles and developing digital tools which can help other minority cultures</td>
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</table>

LCS brings new options in technologies or partnerships, but strives to encourage the communities to staff, serve and support themselves. Sustainability comes from community participation and then ownership – not only of their cultural heritage, such as which story genres are important or can be shared with outsiders – but also of the whole process, its evaluation metrics and pace.

Every minority community we have approached has praised the LCS mission and novel approach. In Peru, we have see clear evidence of community ownership. Work in an entirely new zone there was initiated, organized and undertaken by the local LCS team, applying the training they had received in other work zones, even creating their own blogs. Local-level spoken and written testimonials and national-level press coverage and visitors' reactions at major exhibitions in Lima and Cusco confirm the relevance, importance and effectiveness of LCS activities.

In Mali, our unique local vision and community activities have strong support from the youth, regional level mayors and VIPs, education leaders, the President of the High Council of the Communities of all Mali and top Tuareg chiefs- evidenced by their assistance, testimonials and letters of support. Polls of town people's and desert nomad's opinions of the LCS cultural events and radio broadcasts speak to their importance and impact.

We therefore feel our approach has general application to re-vitalization of other threatened minority cultures, encouraged in this view by great receptiveness and enthusiasm for LCS from communities during our scoping visits to Southern Ethiopia and the Tribal Council of a First Nations Band in British Columbia.
8. Documentation of the operational capacities of the organization

The Operational Directives (paragraph 94) require that an organization requesting accreditation shall submit documentation proving that it possesses the operational capacities listed under Criterion E. Such supporting documents may take various forms, in light of the diverse legal regimes in effect in different States. Submitted documents should be translated into French or English whenever possible if the originals are in another language. Please identify supporting documents clearly with the item (8.a, 8.b or 8.c) to which they refer.

<table>
<thead>
<tr>
<th>8.a. Membership and personnel</th>
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<td>Proof of the participation of the membership of the organization, as requested under Criterion E (i), may take diverse forms such as a list of directors, list of personnel and statistical information on the quantity and categories of members; a complete membership roster usually need not be submitted.</td>
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<td>Please attach supporting documents.</td>
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<th>8.b. Recognized legal personality</th>
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<tr>
<td>If the organization has a charter, articles of incorporation, by-laws or similar establishing document, a copy should be attached. If, under the applicable domestic law, the organization has a legal personality recognized through some means other than an establishing document (for instance, through a published notice in an official gazette or journal), please provide documentation showing how that legal personality was established.</td>
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<td>Please attach supporting documents.</td>
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<tr>
<th>8.c. Duration of existence and activities</th>
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<tr>
<td>If it is not already clearly indicated from the documentation provided for item 8.b, please submit documentation proving that the organization has existed for at least four years at the time it requests accreditation. Please provide documentation showing that it has carried out appropriate safeguarding activities during that time, including those described above in item 6.c. Supplementary materials such as books, CDs or DVDs, or similar publications cannot be taken into consideration and should not be submitted.</td>
</tr>
<tr>
<td>Please attach supporting documents.</td>
</tr>
</tbody>
</table>

9. Contact person for correspondence

Provide the complete name, address and other contact information of the person responsible for correspondence concerning this request. If an e-mail address cannot be provided, the information should include a fax number.

(Primary contact)
Paul Rankin, President and Co-founder of LCS,
165 Balcombe Road, Horley, Surrey, RH6 9DR, UK. Tel +44 1293 775021,
Email: paul__rankin@hotmail.com (NB. 2 underscores)

(Secondary, to be CC'd in all correspondence)
Nicolas Villaume, Director and Co-founder of LCS,
14 Rue d'Armaille, 75017 Paris, FRANCE. Email: n.villaume@gmail.com
10. **Signature**

The application must include the name and signature of the person empowered to sign it on behalf of the organization requesting accreditation. Requests without a signature cannot be considered.

---

P. Rankin, President NGO, 'Living Cultural Storybases', June 30th 2009
Membership and Personnel - The LCS Team

We are indebted to our local field teams, students and their managers, community representatives and our expert cultural advisors working in communities in Peru and Mali.

The core team responsible for the global LCS vision, mission, organization and activities is:

- Paul Rankin, Co-founder and President LCS
- Nicolas Villaume, Co-Founder and Executive Director LCS
- Robin Hansteen-Izora, Program Manager LCS
- Muki Hansteen-Izora, Secretary to the Board LCS
- Sanjeev Madan, Financial Director to the Board LCS

Other major global contributors are, or have been:

- Martin Coulthurst and Neil Patel, and formerly also Prasad Utturkar, technology development, prototyping and coordination
- Gregory J. Wolff, creative facilitator for many aspects of LCS and its incubation
- Keri Thompson, USA volunteer coordinator
- Laura Packer and Anders Wright, authors of project communications
- Martha Pereira, Tuy Nga Brignol, Tapa Fall, Sandra Jey and Victoria Vu, translators
- Lianne Yu and Jan Yeager, designers, Cheskin,

Our Financial Agent is:

- Rashid Herd, Director of Operations, Community Development Institute, East Palo Alto, CA, USA

In addition, LCS is fortunate to be guided by several eminent expert advisors, including among others:

- Dr. Gleb Raygorodetsky and Dr. Tadesse Wolde, TCF Program Officers; Tom Seligman, VP TCF.
- Professors Terry Winograd and Clifford Nass, Dr. Syed Shariq, Stanford University
- César Moreno-Triana, Intangible Heritage Section, UNESCO
- Howard Rheingold, author and technology guru

We also owe a enduring debt to several Stanford University students (Erika Chase, Allison Claire Brian, Kayla Carpenter, Kimberley Korinek, and Lejla Hodjec particularly) and to Jeffrey Smith, Adjunct Professor, Santa Cruz during the early LCS incubation period for their generous volunteer work on several parts of our capacity building and background research. Finally Annika Hansteen-Izora and Tim Short (Taglia Telly, BBC Ch4) have been assisting by editing video material on activities in Mali.

June 2009
**DISCLAIMER:** The information displayed here is current as of JUN 19, 2009 and is updated weekly. It is not a complete or certified record of the Corporation.

<table>
<thead>
<tr>
<th>Corporation</th>
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<td><strong>Number:</strong> C2891158</td>
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<tr>
<td><strong>Date Filed:</strong> 7/27/2006</td>
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<tr>
<td><strong>Status:</strong> active</td>
</tr>
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<td><strong>Jurisdiction:</strong> California</td>
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<tr>
<th>Address</th>
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<tbody>
<tr>
<td>P.O. BOX 50099</td>
</tr>
<tr>
<td>EAST PALO ALTO, CA 94303</td>
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<tr>
<th>Agent for Service of Process</th>
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<tbody>
<tr>
<td>RASHID HERD</td>
</tr>
<tr>
<td>321 BELL STREET</td>
</tr>
<tr>
<td>EAST PALO ALO, CA 94303</td>
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Blank fields indicate the information is not contained in the computer file.

If the status of the corporation is "Surrender", the agent for service of process is automatically revoked. Please refer to California Corporations Code Section 2114 for information relating to service upon corporations that have surrendered.
ARTICLES OF INCORPORATION
OF
Living Cultural Storybases
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ONE: The name of this corporation is Living Cultural Storybases.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are (a) to assist minority cultures to preserve, celebrate, share and develop their oral and intangible heritage through the use of digital technology.

THREE: The name and address in the State of California of this corporation’s initial agent for service of process is Sanjeev Madan, 2556 Pine St, San Francisco, CA 94115-2610

FOUR: (a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate 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.

FIVE: The names and addresses of the persons appointed to act as the initial directors of this corporation are:

Name                        Address
Paul Rankin                 165 Balcombe Rd, Horley, Surrey, RH6 9DR, UK
Muki Hansteen-Izora         9111 NW Esson Ct. Portland, OR 97229
Sanjeev Madan               2556 Pine St, San Francisco, CA 94115-2610
Nicolas Villaume            14 Rue d’Armaillé, 75017 Paris, France
SIX: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed 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.

Date: May 8th, 2006

Paul Rankin, Director

Muki Hansteen-Izora, Director

Sanjeev Madan, Director

Nicolas Villaume, Director

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which instrument is our act and deed.

Paul Rankin, Director

Muki Hansteen-Izora, Director

Sanjeev Madan, Director

Nicolas Villaume, Director
Dear LIVING CULTURAL STORYBASES:

Your nonprofit corporate compliance documents for 2006 are enclosed. Follow the two simple steps described below to assure that these documents are properly completed and filed, and that your corporation stays current with the applicable provisions of California Corporations Code nonprofit sections §§5110 or 7110 et. Seq.:

**Step 1:** The first step is for you to review the Annual Members Written Consent, have all members sign where indicated, and file the executed documents in your corporate minute book. If any of the information on the form is incorrect or otherwise requires modification, please make changes on the form and return the corrected form to our office immediately. We will note any required changes or corrections and forward you updated documents for your files.

**Step 2:** The second step is for you to review the Annual Directors Written Consent, have all directors sign where indicated, and file the executed documents in your corporate minute book. If any of the information on the form is incorrect or otherwise requires modification, please make changes on the form and return the corrected form to our office immediately. We will note any required changes or corrections and forward you updated documents for your files.

The Written Consents are important for many reasons, including electing the directors and officers of the corporation who will operate the day-to-day affairs of the nonprofit corporation, protecting members from personal liability as a result of piercing the corporate shield as well as protecting each from personal liability to past, present, and future creditors and tax agencies. Once you have reviewed, executed and filed your Written Consents in your corporate minute book, you should be in compliance with California nonprofit corporate law regarding corporate minute maintenance for members and directors.

Sincerely,

Corporate Compliance Center

**IMPORTANT:** KEEP THE ATTACHED DOCUMENTS. FILE THEM IN YOUR CORPORATE MINUTE BOOK. DO NOT RETURN THEM TO US.
ACTION BY WRITTEN CONSENT OF DIRECTORS OF LIVING CULTURAL STORYBASES, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

The undersigned, being the Board of Directors of the above named California nonprofit corporation, in accordance with §§5110 or 7110 et. seq. and the bylaws of this Corporation, do hereby consent to the adoption of the following recitals and resolutions without a meeting and without notice:

**ELECTION OF OFFICERS**

WHEREAS, the Board of Directors has the authority under law and by the bylaws of this nonprofit Corporation to elect the officers;

RESOLVED, that the following persons are unanimously elected to the office indicated opposite their names to serve at the pleasure of the Board of Directors until the next annual meeting and until their successors have been duly elected and qualified:

**PRESIDENT - PAUL RANKIN**
**VICE PRESIDENT - NONE**
**SECRETARY - ROBERT HANSTEEN-IZORA**
**TREASURER - SANJEEV MADAN**

RESOLVED FURTHER, that the Secretary is directed to file this Written Consent with the minutes of Director proceedings.

**RATIFICATION AND APPROVAL OF ACTIONS**

WHEREAS, the Board of Directors and Officers of the Corporation have taken action between the last meeting or written consent and this written consent;

WHEREAS, it would be in the best interests of the Corporation to ratify and approve the actions of Directors and Officers of the Corporation occurring between the last meeting or written consent and this written consent; and

RESOLVED, that the Board of Directors ratify and approve the actions of Directors and Officers of the Corporation occurring between the last meeting or written consent and this written consent.

Dated ___________________

**California Non Profit Corporation Directors Written Consent**

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All Company Directors Must Sign Above Where Indicated, Attach A Separate Signature Sheet If Necessary
ACTION BY WRITTEN CONSENT OF MEMBERS OF LIVING CULTURAL STORYBASES,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

RATIFICATION AND APPROVAL OF ACTIONS

WHEREAS, the Board of Directors and Officers of the Corporation have taken action between the last meeting or written consent and this written consent; and

WHEREAS, it would be in the best interests of the Corporation to ratify and approve the actions of Directors and Officers of the Corporation occurring between the last meeting or written consent and this written consent;

RESOLVED, that the Board of Directors ratify and approve the actions of Directors and Officers of the Corporation occurring between the last meeting or written consent and this written consent.

Dated: ________________  
Signature of Member

Dated: ________________  
Signature of Member

Dated: ________________  
Signature of Member

Dated: ________________  
Signature of Member

Dated: ________________  
Signature of Member

Dated: ________________  
Signature of Member

Dated: ________________  
Signature of Member

Dated: ________________  
Signature of Member
ACTION BY WRITTEN CONSENT OF MEMBERS OF LIVING CULTURAL STORYBASES, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

In accordance with §§ 5110 or 7110 et. Seq. of the California Corporations Code pertaining to nonprofit corporations, the undersigned being all the members of the above named corporation, hereby consent to the adoption of the following recitals and resolutions without a meeting and without notice:

ELECTION OF DIRECTORS

WHEREAS, the members have the authority under law and by the bylaws of this nonprofit Corporation to elect the directors of this corporation:

RESOLVED, that the following person are unanimously elected as directors to serve at the pleasure of the Corporation until their successors have been duly elected and qualified.

PAUL RANKIN
ROBERT HANSTEEN-IZORA
SANJEEV MADAN

RESOLVED FURTHER, that the Secretary is directed to file this written consent with the minutes of directors proceedings.
ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in San Francisco County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

P.O. BOX 50099, EAST PALO ALTO, CA 94303 Dated: July 2008

-----------------------------------------------------------Dated:

-----------------------------------------------------------Dated:

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

ARTICLE 2
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be: __to assist minority cultures and indigenous peoples around the world to preserve, celebrate, share and develop their oral and intangible heritage through the use of digital technology.

The following charitable purposes that apply to our not-for-profit, secular organization are:
• **Relief to the poor and underprivileged:** The 370 million indigenous peoples are the most marginalized, fractured, dispossessed and least represented. We aim to assist by building their communities’ capacity, continued cultural identity and self-determination through remote networking, appropriate technologies and the promotion of partnerships with philanthropic sponsors.

• **Promotion and development of the arts:** More than 5000 of the planet’s 6900 languages and cultures are held by minority and indigenous groups. Yet one living language disappears every two weeks. For every group dispossessed, urbanized or assimilated, a culture vanishes taking with it ancient knowledge of the environment, unique ways of living, alternative belief systems, irreplaceable skills, artistry and stories - the rich diversity of humanity. As Unesco notes, human creativity is sparked by diversity. We aim to help promote and develop the oral heritage, including music, poems and stories of minority cultures via digital tools and the Internet.

• **Advancement of education:** Increasingly, the youth of such cultures are urbanized, lose knowledge of their own culture, history and mores. We aim to provide channels to learn their heritage and connect with their ethnic groups and authorities still living a traditional lifestyle in their original locales. Through the joint exploration of digital ICT options together we hope to increase the organizational capacities of, and technology appropriation by, these cultures to further their development.

• **Elimination of prejudice and discrimination:** Ethnic prejudice often stems from ignorance of then others’ mores, whilst national governments have frequently disenfranchised indigenous peoples. Through improving community organization, cohesion and so their cultural representation we hope to improve respectful multiculturalism in the world.

• **Providing services to senior citizens:** Elders of these minority cultures rarely access the advantages of the Internet and modern digital tools, because of barriers of language, computer literacy, cost and unfamiliarity. We aim to connect such elderly cultural authorities via cheap devices which are easy to use in their own spoken language, even in remote places.

Further explanation of Background Rationale and Example Activities (see http://www.storybases.org):
The world’s precious diversity of indigenous cultures is rapidly vanishing into an urban monoculture, without the time or a medium for the traditional processes of social dialogue and cultural adaptation. Isolated local actions are insufficient against this global extinction. A common syndrome is the social problems of the urbanized youth, disconnected from their own cultural identity, heritage and social dialogue.

The retelling of traditional and personal stories is vital in cultural transmission, group solidarity, ethnic identity and evaluation of their developmental options. Anthropologists have collected tribal stories to preserve for outsiders: Our organization aims to go further: to support living networks of spoken stories and songs for the communities themselves to share, celebrate and re-interpret their cultural knowledge and mores.

PC solutions using majority languages are inappropriate. Our team has already developed simple novel MP3 devices with two-way, interactive ‘podcasts’, extending the proven community radio model to support local language exchanges of messages and content across a remote indigenous territory, including elders, youth and their urban diaspora.
LCS plans working incrementally with a few communities, together evaluating those methodologies and technologies which nurture oral heritage and cultural cohesion, bringing progressively more general tools, architecture and insights to help the next engagement. This iterative evolutionary process of self-reflection, participatory prototyping and co-design is shown to build capacity and self-empowerment in these disenfranchised communities.

We already have trustworthy relationships with various indigenous communities and detailed activity plans ready and costed for seeking philanthropic sponsors to support our first engagements in the Sahara, Mali and the Peruvian highlands, subsequently with other communities for example NE Australia and British Columbia, Canada, combining local staffing of field activities with global incubation and technical prototyping using volunteer effort, e.g. in Stanford University, CA.

Taking a specific community we know well, the Tuareg nomads near Timbuktu in Mali, as an example to make our plans clearer, we plan to trial some of the following cultural-network services:

- Sharing of stories and related spoken messages between elders in the desert and youth in the towns.
- Asynchronous networking between dispersed nomadic clan groups for their communication, information, education and political empowerment
- Facilitation of remote dialogue and story exchanges between often isolated women in dispersed family encampments
- Links between story tellers and the researchers working with the libraries of 25000 ancient manuscripts in Timbuktu
- Links between the networked LCS story database and story-telling cafes in Timbuktu, the annual Essakane music festival in the desert, local radio stations and playback/recording systems located on the streets. Such activities also open new opportunities for poor communities to receive income from tourists and outsiders from the sharing of a part of their unique ‘intangible heritage’ of stories, music and culture

Over time this corporation will be affiliated with other regional and local entities to develop specific programs and projects with designated minority culture communities. These entities will be appropriately represented at that time in the global operation and its management.

ARTICLE 3
DIRECTORS

SECTION 1. NUMBER

The corporation shall have 4 directors and collectively they shall be known as the board of directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be
taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 3. 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 of this corporation, 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 performed properly;

(d) Meet at such times and places as required by these bylaws;

(e) Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
(b) 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.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

a) Each director participating in the meeting can communicate with all of the other directors concurrently;

b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of directors shall be held annually on August 24th at 2556 Pine St, San Francisco, CA 94115-2610, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

If this corporation makes no provision for members, then, at the annual meeting of directors held on August 24th, directors shall be elected by the board of directors in accordance with this section. Cumulative voting by directors 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 9. SPECIAL MEETINGS

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.
SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the 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 13. QUORUM FOR MEETINGS

A quorum shall consist of 3 directors. (or 75%)

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION
Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the 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.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) 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 Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If this corporation has any members, then, if the corporation has fewer than fifty (50) members, directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.
If this corporation has no members, directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness 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.

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, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining director. If this corporation has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

SECTION 18. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such
ARTICLE 4
OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a 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, a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an 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 appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice 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. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

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. 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, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors. If applicable, the president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she 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.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

SECTION 8. DUTIES OF SECRETARY

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 10. 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 Article 3, Section 6, 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. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

ARTICLE 5
COMMITTEES
SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD

The board of directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an executive committee of the board and delegate to such 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 members or of a majority of all of the members.

(b) The filling of vacancies on the board or on any committee that 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 amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.

(f) The appointment of committees of the board or the members thereof.

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) 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, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members 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 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 from time to time be designated by 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 only to the board and shall be clearly titled as “advisory” committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action 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 6
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 7
CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS’ INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS’ INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate 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 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 Section 7 of this Article.

The annual report shall be accompanied by any report thereon 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.

If this corporation has members, then, if this corporation receives Twenty-Five Thousand Dollars ($25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(a) Any director or officer of the corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or

(b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars ($50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars ($50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars ($10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of
such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 8
FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first of September and end on the 31st of August in each year.

ARTICLE 9
CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

(a) Interested Person.

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

(2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION APPROVAL POLICIES

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member’s compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member’s compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

(a) the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.

(b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a “disqualified person” (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of compensation arrangement, or a family member of such person;
2. is not in an employment relationship subject to the direction or control of the 
person who is the subject of compensation arrangement 
3. does not receive compensation or other payments subject to approval by the 
person who is the subject of compensation arrangement 
4. has no material financial interest affected by the compensation arrangement; and 
5. does not approve a transaction providing economic benefits to the person who is 
the subject of the compensation arrangement, who in turn has approved or will 
approve a transaction providing benefits to the board or committee member.

(c) the board or compensation committee shall obtain and rely upon appropriate data as to 
comparability prior to approving the terms of compensation. Appropriate data may include 
the following:

1. compensation levels paid by similarly situated organizations, both taxable and 
tax-exempt, for functionally comparable positions. "Similarly situated" 
organizations are those of a similar size and purpose and with similar resources 
2. the availability of similar services in the geographic area of this organization 
3. current compensation surveys compiled by independent firms 
4. actual written offers from similar institutions competing for the services of the 
person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross 
receipts (including contributions) for its three prior tax years of less than $1 million, the 
board or compensation committee will have obtained and relied upon appropriate data as 
to comparability if it obtains and relies upon data on compensation paid by three 
comparable organizations in the same or similar communities for similar services.

(d) the terms of compensation and the basis for approving them shall be recorded in written 
minutes of the meeting of the board or compensation committee that approved the 
compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved 
2. the members of the board or compensation committee who were present during 
debate on the transaction, those who voted on it, and the votes cast by each 
board or committee member 
3. the comparability data obtained and relied upon and how the data was obtained. 
4. If the board or compensation committee determines that reasonable 
compensation for a specific position in this organization or for providing services 
under any other compensation arrangement with this organization is higher or 
lower than the range of comparability data obtained, the board or committee shall 
record in the minutes of the meeting the basis for its determination. 
5. If the board or committee makes adjustments to comparability data due to 
geographic area or other specific conditions, these adjustments and the reasons 
for them shall be recorded in the minutes of the board or committee meeting. 
6. any actions taken with respect to determining if a board or committee member 
had a conflict of interest with respect to the compensation arrangement, and if 
so, actions taken to make sure the member with the conflict of interest did not 
affect or participate in the approval of the transaction (for example, a notation in 
the records that after a finding of conflict of interest by a member, the member 
with the conflict of interest was asked to, and did, leave the meeting prior to a 
discussion of the compensation arrangement and a taking of the votes to 
approve the arrangement).
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

SECTION 6. ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) has received a copy of the conflicts of interest policy,
(b) has read and understands the policy,
(c) has agreed to comply with the policy, and
(d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s-length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 10
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

(a) Subject to the power of members, if any, to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the board of directors unless the bylaw
amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the members, if any, of this corporation.

ARTICLE 11
AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the articles of incorporation may be adopted by approval of the board of directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of the members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 12
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.
ARTICLE 13
MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

If this corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the articles of incorporation or bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board of directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the articles of incorporation of Living Cultural Storybases, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of __23______ pages, as the bylaws of this corporation.

Dated: ____________

____________________, Director

____________________, Director

____________________, Director

____________________, Director

____________________, Director

____________________, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

Dated: ____________
__________, Secretary