

**Bylaws
Of
Club X San Diego, Inc.
A California Nonprofit Mutual Benefit Corporation**

Last Approved by the Directors on 3/06/08. Last Modified by Karen Fort 11/05/2009, Approved by the Directors 11/05/09

(Summary of changes: Typographical errors corrected, and monthly board meeting start time corrected to state 7:00pm instead of 8:00pm)

ARTICLE I NAME AND LOCATION
SECTION 0.

Name. The name of the non-profit corporation shall be Club X, Inc. (“the Corporation”)

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located at (The club’s address may be obtained with need to know by writing Club X, P.O. Box 3092, San Diego, CA 92163-1092) in the County of San Diego, in the State of 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:

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ 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 II *PURPOSES*

SECTION 1. OBJECTIVES AND PURPOSES

(a) To engage in any lawful act or activity for which a nonprofit corporation organized under the laws of the State of California is permitted to engage in.

(b) The primary objectives and purposes of this corporation shall be:

- To establish and maintain a local, national, and worldwide communication, education, and support network for persons of the Leather/SM/Fetish Community;
- To increase education, communication, and understanding among all persons in Leather/SM/Fetish lifestyles;
- To facilitate awareness, visibility, and education in order to eradicate stereotypical misconceptions about the Leather/SM/Fetish family in the community at large;
- To provide through publications, educational materials and conferences, a forum for a diverse network of men and women;
- To develop outreach to women, people of color, transgendered persons, the hearing impaired, the physically challenged, and other minorities who have traditionally been discriminated against or poorly represented in the Leather/SM/Fetish Community;
- To raise funds for other projects, clubs, nonprofit organizations and charities in the community;
- To preserve a record of our history, traditions, and culture.

(c) The Board of Directors shall be authorized to adopt such other rules, regulations and policies as are necessary to carry out the purposes of the Corporation, to effect compliance in all respects with Section 501(c) (7) of the Internal Revenue Code (the "Code"), or the corresponding provisions in any subsequent federal tax laws. The corporation shall not engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (7) of the Code.

SECTION 2. DIFFERENTIATING BY-LAWS FROM POLICIES AND PROCEDURES

A By-law is defined as a rule or regulation, which must be applied within the Corporation in determining the manner of the conduct of business and the rights and liabilities of members. Policies and procedures are rules, which must be applied within the Corporation to the day-to-day activities of the organization.

ARTICLE III *DIRECTORS*

SECTION 1. NUMBER

The Corporation shall have 7 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 Mutual Benefit Corporation law and Section 501(c) (7) of the Internal Revenue Code and any limitations in the Articles of Incorporation and Bylaws relating to any action required or permitted to be taken or approved by the Members 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 of all Officers, agents and employees, if any, 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. Notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
- (f) Adopt and maintain a policies and procedures manual.

SECTION 4. QUALIFICATION, NOMINATION, ELECTION AND TERMS OF OFFICE

Any Member in good standing may be elected to the Board of Directors. Elections of new directors or re-election of current directors are held during the Annual Membership meeting. Voting of Board Members will take place by private written or electronic mail-in ballot. Proxies will not be allowed. The Member receiving the highest number of votes shall be selected for each vacant position.

The board will be a "staggered" board with four members being elected in odd years and three members being elected in even years for two-year terms. Each Director shall serve for the period of two years or until the annual meeting which marks the end of his/her term is held for election of the Board of Directors as specified in these Bylaws, and until his/her successor is elected and qualifies. A Member may serve a successive term on the Board if duly elected by the Membership.

SECTION 5. COMPENSATION

Directors shall serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending Director's meetings. 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.

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 within the previous twelve (12) months, whether as a full-time 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, 'significant other,' life partner, 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. 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 of care under the Section 7231 of the California Nonprofit Mutual Benefit Corporation Law.

If the corporation has less 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. (Corporations Code Section 7222.)

If a Director becomes a member not in good standing, they are automatically removed from the Board.

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.

The board with a majority vote of the remaining directors has the authority to fill vacancies on the Board. The Board may fill any vacancy at any time unless the current board already has filled by appointment 3 vacancies. A person selected to fill a vacancy as provided by this section shall hold office until the term of that vacancy expires, resignation, or removal from office. The person selected must be member in good standing with Club X. In the event that 3 vacancies have been filled by the current board then an election by the membership will be required to fill the vacancies.

SECTION 8. NON-LIABILITY OF DIRECTORS

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

SECTION 9. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

This corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

If such person either settles any such claim or sustains a judgment against his/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 Section 7231.5 of the California Nonprofit Mutual Benefit Corporation Law.

The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful. No provision by this corporation to indemnify the any person shall be valid unless consistent with Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

SECTION 10. 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 Section 7231 of the California Nonprofit Mutual 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 liability.

ARTICLE IV 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. The same person may hold any number of offices 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 who is a Director may serve as an Officer of this corporation. Officers shall be elected by the Board of Directors at their annual meeting and shall serve for one year. A Director may hold

office for a successive term if reelected by the Membership to serve another term as a Director, and if reelected to hold that office by the Board.

Each Officer shall hold office until he/she resigns or is removed or is otherwise disqualified to serve, or until his/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

The Board of Directors may remove any Officer, either with or without cause, 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.

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 with a 2/3-board approval 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/She shall perform all duties incident to his/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/she shall preside at all meetings of the Board of Directors, and of the Members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he/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/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 Membership, 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.

Take role at the beginning of each Membership meeting, keep an attendance log, and take the minutes of Board and Membership meetings.

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, address, and status of each Member, and, in the case where any Membership has been terminated, he/she 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/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 his/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/her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of his/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 his/her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The Officers of this corporation shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in the performance of their regular duties as specified in this Article.

ARTICLE V *COMMITTEES* SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors, designate two (2) or more of its Board Members (who may also be serving as Officers of this corporation, to constitute an Executive Committee 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 Board or of a majority of all of the Members.
- (b) The filling of vacancies on the board or on any committee, which has the authority of the Board or Membership.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the board or the Members thereof.
- (f) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest.

By a majority vote of its Board then in office, the Board may at any time revoke or modify any or all of the authority so delegated to the Executive Committee, increase or decrease but not below two (2) the number of its Members, and fill vacancies therein from the Members of the board. The Executive 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. These committees may consist of persons from the general Membership who are not 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 Board of Directors may also fix the time for special meetings of committees. 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 VI MEMBERS

SECTION 1. QUALIFICATION OF MEMBERS

Members must be at least 18 years of age, who understand and support the Corporation's statement of purpose and have paid the required dues.

Members will be considered without regard to sex, race, creed, color, religion, marital or relationship status, sexual orientation, national or ethnic origin, citizenship, or any sensory or physical challenge.

SECTION 2. RIGHTS OF MEMBERS

Members in good standing have the right to cast one vote in all elections of Club X, the right to elect the Board of Directors, and the right to amend these bylaws (within the parameters of the California Nonprofit Mutual Benefit Corporation Law). Members who are delinquent in dues are considered NOT in good standing.

Any member in good standing may run for a position on the Board of Directors.

Any member in good standing may petition the Board for action.

Any member in good standing may appeal the ruling of the Board of Directors on any grievance by filing a written request for review of said ruling and delivering it to the President of the Board within 10 days of the ruling. Upon review of the grievances, the Board will provide within 10 days a written ruling of their decision to said member.

Any Member of this corporation is not personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 3. DUTIES OF MEMBERS

Members will be assessed dues annually, as applicable. Determination of dues amount and the manner of payment shall be set by the Board of Directors, and defined in the Policies and Procedures Manual.

SECTION 4. RESIGNATION OF MEMBERS

A Member may resign from Membership at any time, with/without notice to the Board. Dues already paid to the club are non-refundable and non-transferable. However, this Section does not relieve the resigning Member from any obligation for dues, assessments or fees arising from their Membership. If dues are three months past due, a member is considered resigned.

Membership is not transferable and ends when the Member resigns or is removed from the Club.

SECTION 5. EXPULSION, SUSPENSION AND TERMINATION OF MEMBERSHIP

Per Section 7341 of the California Nonprofit Mutual Benefit Corporation Law, the following shall apply:

No Member may be expelled, and no Membership may be terminated or suspended, except according to procedures satisfying this Section.

Any expulsion, suspension, or termination must be done in good faith and in a fair and reasonable manner. "Fair and reasonable" means, (1) provisions of any suspension or termination are set forth in these Bylaws, and/or copies of such provisions are sent annually to all Members, (2) a Member being expelled or whose Membership is being suspended or terminated is given 15 days notice prior to the expulsion, suspension or termination and reasons thereof, (3) the Member has a right to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or body authorized to decide whether the proposed expulsion, termination, or suspension shall be carried out, and (4) any notice required under this Section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the Member shown on the corporation's records.

A Member who is expelled or suspended or whose Membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension or termination.

SECTION 6. APPEALS

Any member may appeal an action affecting the membership status of such member by filing a written appeal of said action and delivering it to the President of the Board within 10 days of the action.

ARTICLE VII MEETINGS

SECTION 1. PLACE OF MEETINGS

All meetings (Board and Membership at large) 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.

Conference telephone, electronic video screen communication, or other communications equipment may hold any Board of Directors meeting, regular or special. 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;
- (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 2. REGULAR AND ANNUAL MEETINGS

The annual meeting of the Membership shall be held on the date and time of the March regular monthly Board meeting, 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. The Director positions with vacancies shall be elected by the Membership in accordance with this section. Nominations for the Board vacancies must be made at the preceding December and January regularly scheduled meetings. Cumulative voting by Members shall not be permitted. The candidate receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Member shall cast one vote, with voting being by private mail in or electronic ballot only.

The annual meeting of the Board of Directors shall be held on the date and time of the March regular monthly Board meeting, 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. The Directors in accordance with this section shall elect the Officers of the corporation. Cumulative voting by Directors shall not be permitted. The Director receiving the most votes for a specific office shall be elected to that position. Each Director shall cast one vote, with voting being by ballot or instead "by show of hands

Regular monthly meetings of the Directors will be held on the 1st Thursday of every month at 7:00 PM.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by 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.

Special meetings of the Membership may be called by the President, the Vice President, the Secretary, by any two Directors, or by a quorum of the Membership, 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.

Special meetings of Members for the purpose of removing Directors may be called by 5% or more of the Members. If the corporation has less than 50 Members, removal of Directors must be approved by a majority of all Members.

SECTION 4. NOTICE OF MEETINGS

Regular meetings of the Board or Membership may be held without notice.

Special meetings of the Board or Membership shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or confirmed electronic mail. If sent by mail or electronic mail, the notice shall be deemed to be delivered on its deposit in the mails or receipt of delivery confirmation by the electronic recipient. Such notices shall be addressed to each Director / Member at his/her address as shown on the books of the corporation.

Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each Member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting. This includes notices sent by electronic mail.

Notice of the time and place of holding an adjourned meeting need not be given to absent Directors / Members 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 / Members 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 5. 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 or Membership meeting need not be specified in the notice.

SECTION 6. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board or Membership, 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 / Member 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 7. QUORUM FOR MEETINGS

A quorum for the Board shall consist of the majority of Directors.

A quorum for Membership meetings shall consist of 10% of the Members in good standing.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, the Board or Membership shall consider no business 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.

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 or Members 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 or Members 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 8. 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 Mutual Benefit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts, or transactions in which a Director has a material financial interest and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the board.

The rulings of the Board of Directors shall be binding by all members and shall be in place and stead of any court determination. By agreeing to have matters acted upon by the Board of Directors, all members relinquish any right to redress in a court of law or equity barring cases of fraud.

SECTION 9. CONDUCT OF MEETINGS

With the exception of an Executive Session of the Board of Directors, all meetings shall be open to any member in good standing or an invited guest. 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/her absence, the President of the corporation or, in his/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/her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

All Board of Directors meetings shall be governed by Robert's Rules of Order, Newly revised, 10th Edition, and 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.

Meetings of the Membership shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his/her absence, the President of the corporation or, in his/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 Members present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his/her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

All Membership meetings shall be governed by Robert's Rules of Order, Newly revised, 10th Edition.

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 10. 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. 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.

ARTICLE VIII 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 nonprofit purposes of this corporation.

ARTICLE IX *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 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 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 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

Each and every Member in good standing shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

- (a) 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 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.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all Directors 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 in which the corporation was a party, and in which either of the following had a direct or indirect material financial interest of any Director, Officer or Member of the corporation.

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. Such annual reports to Members shall include the information required by this Section.

ARTICLE X *FISCAL YEAR* SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on March 1st and end on the last day of February of each year.

ARTICLE XI *AMENDMENT OF BYLAWS*
SECTION 1. AMENDMENT

The power to amend, alter or repeal the Bylaws and to adopt new Bylaws shall be exercised by majority vote of the Board of Directors at a regularly scheduled meeting, or a special meeting, or by the vote of a quorum of the Members in good standing at a meeting of the general membership.

ARTICLE XII *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 nonprofit 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 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.

Statement of the Directors Adopting These Bylaws

We, the undersigned, are the quorum of the Club X Board of Directors who, on the date below, at the monthly Open Board Meeting, hereby do adopt the foregoing Bylaws, consisting of 17 pages plus this signature page, as the Bylaws of Club X Incorporated.

Dated: 5 November 2009

<u>(Signature page on file)</u> (Signature)	_____ Printed Name, Director
_____ (Signature)	_____ Printed Name, Director
_____ (Signature)	_____ Printed Name, Director
_____ (Signature)	_____ Printed Name, Director
_____ (Signature)	_____ Printed Name, Director
_____ (Signature)	_____ Printed Name, Director
_____ (Signature)	_____ Printed Name, 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 the Board of Directors of duly adopted such Bylaws said corporation on the date set forth below.

Dated: 11/5/09

<u>(Signature page on file)</u> (Signature)	_____ Printed Name, Secretary
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