



RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, the Board of Directors of Operation Courage is Beautiful (hereinafter referred to as "OCIB") deems it to be in the best interests of OCIB that the following actions be taken pursuant to this Resolution,

WHEREAS, the Bylaws of OCIB provides that any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Directors with respect to the subject matter of the vote,

NOW THEREFORE, BE IT RESOLVED that pursuant to applicable law and Bylaws of OCIB, the undersigned, being all the Directors of this organization hereby consent to, approve, and adopt the following:

AMENDMENT OF BYLAWS

BE IT RESOLVED that Article I, Section 3 of the Bylaws of this organization is hereby amended to the following:

"Section 3. Notice. Notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the time and place of the meeting, and if for a special meeting, the purpose of the meeting. The notice shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, properly addressed, with postage paid; or (c) by electronic mail, telephone including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, or other electronic means. Notices sent by first-class mail shall be deposited into a United States mail box at least 10 days before the time set for the meeting. Notices given by personal delivery, electric mail, telephone, voice messaging system or other system or technology designed to record and communicate messages or facsimile shall be delivered, telephoned or telecopied at least 48 hours before the time set for the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the

lack of adequate notice.”

BE IT RESOLVED that Article I, Section 4 of the Bylaws of this organization is hereby amended to the following:

“Section 4. Place of Meetings; Meetings by Telephone. Meetings shall be held at the organization’s principal place of business unless otherwise stated in the notice. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.”

BE IT RESOLVED that Article II, Section 6 of the Bylaws of this organization is hereby amended to the following:

“Section 6. Special Meeting. Special meetings may be called at any time by the President, Vice President, Secretary, or any two directors. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.”

BE IT RESOLVED that the following shall be added as Article II, Section 11 of the Bylaws of this organization:

“Section 11. Fees and Compensation of Directors. Directors may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable. Directors may be compensated for rendering services to the organization in a capacity other than a director, provided such compensation is reasonable and further provided that not more than forty nine percent (49%) of the persons serving as directors may be “interested persons,” as defined in Section 5277 of the California Nonprofit Public Benefit Corporation Law or any successor provision. “Interested Persons” means: (a) Any person currently being compensated by the organization for services rendered to 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.”

BE IT RESOLVED that the following shall be added as Article III, Section 4 of the Bylaws of this organization:

“Section 4. Compensation of Officers. The salaries of 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 organization, provided, however, that such compensation paid a director for serving as an officer of the organization shall only be allowed if permitted under the provisions of Article II Section 11 of these Bylaws. In all cases, any salaries received by officers shall be reasonable and given in return for services actually rendered for the organization which relate to the performance of the public benefit purposes of the organization.”

BE IT FURTHER RESOLVED that all other provisions of the Bylaws as adopted shall remain in effect and the foregoing amendments shall be incorporated into the standing Bylaws of OCIB upon passing by the Board of Directors.

PASSED AND ADOPTED this the 15th day of November 2016 by unanimous vote of the Board of Directors of OCIB.



Casey Chan-Ruthenbeck
President



Cindy Chan
Vice-President

Ina P. Masten

Ina Masten
Treasurer

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Yuting Xiang
Secretary

Heather Pittman 2016 NOV 30

Heather Pittman
Director