

**BYLAWS OF
ODD FELLOWS HOMES OF CALIFORNIA, INCORPORATED
A CALIFORNIA NON PROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE I.

NAME

Sec. 1.1 The name of this corporation is:

ODD FELLOWS HOMES OF CALIFORNIA, INCORPORATED

d.b.a. Saratoga Retirement Community and d.b.a. The Meadows of Napa Valley

ARTICLE II.

OFFICE

Sec. 2.1 Principal Office. The principal office for the transaction of affairs and activities of this corporation is located in Saratoga, Santa Clara County, California. The BOARD OF DIRECTORS may change the location of the principal office, but any change shall be noted in the Bylaws.

Sec. 2.2 Other Offices. The BOARD OF DIRECTORS may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III.

MEMBERS

Sec. 3.1 This Corporation shall have no members.

ARTICLE IV.

DEFINITIONS

Sec. 4.1 "ORDER" shall mean the Independent Order of Odd Fellows.

Sec. 4.2 "GRAND LODGE" shall mean the Grand Lodge of the Independent Order of Odd Fellows of California.

Sec. 4.3 "GRAND MASTER" shall mean the Grand Master of the Grand Lodge of the Independent Order of Odd Fellows of California.

Sec. 4.4 "REBEKAH ASSEMBLY" shall mean the Rebekah Assembly of California an organization duly chartered by the Grand Lodge of in the Independent Order of Odd Fellows of California.

Sec. 4.5 "PRESIDENT" shall mean the President of the Rebekah Assembly of California.

Sec. 4.6 "OFIIC" shall mean the ODD FELLOWS HOMES OF CALIFORNIA.

Sec. 4.7 "BOARD" and "BOARD OF DIRECTORS" shall mean the Board of Directors of this Corporation.

ARTICLE V.

POWERS

Sec. 5.1 Powers

(1) Subject to the provisions and limitations of the California Public Benefit Corporation Law, the laws and disciplines of the GRAND LODGE, the Laws of the Sovereign Grand Lodge of the Independent Order of Odd Fellows and other applicable laws, all activities of the corporation shall be exercised directly by or under the directions of the BOARD.

(2) In addition to all other powers conferred by law, the BOARD of this corporation, is empowered:

(a) to construct, operate, maintain, and improve; and to buy, sell, convey, assign,

mortgage, or lease any real estate and personal property necessary and incident to the provision of the facilities specified in the Articles of Incorporation.

- (b) to borrow money and issue evidence of indebtedness in furtherance of any and all objects of its business, to secure the same by mortgage, pledge, or other lien.

Sec. 5.2 Number of Directors. The number of Directors shall be fifteen (15), to wit: four (4) Odd Fellow Directors; three (3) Rebekah Directors; the Grand Secretary and Grand Treasurer of the GRAND LODGE; four (4) At-Large Directors, and two Resident Directors.

Sec. 5.3 Election, term, and qualification of Directors.

- (1) Subject to the conditions in these Bylaws, Directors, except Resident Directors, shall be elected by the GRAND LODGE and REBEKAH ASSEMBLY as follows:

- (a) four (4) Odd Fellows shall be elected by the GRAND LODGE to serve as Directors on the BOARD,

- (b) three (3) Rebekahs shall be elected by the REBEKAH ASSEMBLY to serve as Directors on the BOARD.

- (c) four (4) individuals, shall be elected by the GRAND LODGE of California to serve as At-Large Directors on the BOARD

- (d) two (2) Resident Directors shall be appointed by the BOARD; one appointed from the Saratoga Retirement Community and one appointed from the Meadows of Napa Valley

- (2) The Grand Secretary and Grand Treasurer of the GRAND LODGE shall be ex-officio members of the BOARD OF DIRECTORS and shall be counted in the total numbers of Directors in Section 5.2 and have all rights and privileges of a Director including voice and vote.

- (3) The term of office for elected Directors shall be three (3) years with approximately one-third of the Directors being elected annually. Resident Directors shall have a term of two years. The Resident Directors shall have staggered terms. The first Resident Director from Saratoga Retirement Community shall serve a term through the close of the Grand Lodge Annual Session in May 2016. Thereafter, the term shall be two (2) years. After 2015, Resident Director from Saratoga Retirement Community shall be appointed in even-numbered years and Resident Director from the Meadows of Napa Valley shall be appointed in odd-numbered years. The first terms will run through the Grand Lodge Annual Session in May 2016 for the Resident Director from the Saratoga Retirement Community and through the Grand Lodge Annual Session in May 2017 for the Resident Director from the Meadows of Napa Valley. Thereafter, the term of the Resident Directors shall commence at the close of the Grand Lodge Annual Session in May every two years, respectively.

- (4) The term of elected Directors will commence immediately following their election and installation by the GRAND LODGE, (which is in May of each year) and shall continue until the end of their three year term and until their successor Director is elected and installed by the GRAND LODGE.

- (5) Qualifications for Directors:

- (a) qualifications for Odd Fellow and Rebekah Director. Each Odd Fellow Director and each Rebekah Director shall have managerial experience in business or

experience in the Health Care Field and must be a member of a Lodge in good standing.

- (b) qualifications for At-Large Directors. Each At-Large Director—shall have experience from the professional sector, i.e., legal, accounting, medical, or financial. At-Large Directors do not have to be members of the GRAND LODGE or the REBEKAH ASSEMBLY.
- (c) prior to their appointment to fill a vacancy or first election to office all Directors (Odd Fellow Directors, Rebekah Directors, and At-Large Directors) shall have the approval of the Interviewing Committee.

Sec. 5.4 Appointment of Resident Directors: Beginning upon the earlier of (i) the first vacancy on the BOARD for a Resident Director that exists on or after January 1, 2015, or (ii) the next regularly scheduled selection of the BOARD occurring on or after January 1, 2015, the Resident Directors shall be nominated to participate on the BOARD by the association of residents of the each continuing care retirement community or, if a resident association does not exist, a committee of residents, as set forth in Health & Safety Code section 1771.8. The resident association or committee of residents may nominate multiple nominees from which the BOARD may select the Resident Director. The Resident Directors shall be approved and appointed by the BOARD from among the resident association's or committee of resident's nominations. If the BOARD disapproves of the resident association's or committee of resident's nominations, the resident association or the committee of residents shall nominate additional residents for the BOARD's approval or disapproval until the Resident Director positions are filled. The Resident Directors shall be voting members of the BOARD and shall perform his or her duties in a manner that complies with the standards of conduct and fiduciary duties of all other members of the BOARD. Reimbursement of Directors

Sec. 5.5 Compensation and Reimbursement of Directors

- (1) No salary shall be paid to Directors for their service nor shall pecuniary benefit inure to them emanating directly or indirectly, from such services or otherwise though they may be reimbursed for their reasonable out of pocket expenditure of monies on behalf of the corporation.

Sec. 5.6 Restriction on interested persons as Directors.

- (1) No interested person may serve on the BOARD. An interested person is:
 - (a) any person compensated by the corporation for services rendered, whether full-time or part-time employee, independent contractor or otherwise;
 - (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law, of such person.

Sec. 5.7 Vacancies on the Board of Directors.

A vacancy shall be deemed to exist when:

- (1) a Director dies;
- (2) a Director resigns;
- (3) a Director is removed;
- (4) a Director is convicted of a felony;
- (5) a Director, by a final court order, has been declared of unsound mind;
- (6) a Director, by final order or judgment of any court, has been found to have breached

any duty under California Corporations Code sections 52305239; or

- (7) a Director has absences, excused or unexcused, in excess of 40% of the total number of meetings in the calendar year from first day of June to the last day of the following May.

Sec. 5.8 Removal of Directors

- (1) The GRAND LODGE shall have the authority to remove Odd Fellow Directors and At-Large Directors. The REBEKAH ASSEMBLY shall have the authority to remove Rebekah Directors.
- (2) Any Director may be removed for cause by the elected body (GRAND LODGE or REBEKAH ASSEMBLY) or upon recommendation of the BOARD. Upon passage of such a recommendation by the BOARD, the Director will immediately be suspended from the BOARD pending a ruling of the elected body (GRAND LODGE or REBEKAH ASSEMBLY), and the Director shall be notified by mail of his/her suspension pending a ruling by the elected body.
- (3) The definition of "cause" shall include but is not to be limited to, the following:
 - (a) **Attendance.** A Director having unexcused absences of two or more consecutive regular BOARD meetings or any absences in excess of 25% of regular meetings in a calendar year may be grounds for removal.
 - (b) **Ethical Conduct.** A Director shall perform the duties of a Director as prescribed, in good faith, in the interest of the ORDER, and in compliance with all applicable laws. A Director shall at all times maintain high ethical standards.
 - (c) **Breach of Confidentiality.** A Director may not disclose or cause to be disclosed any confidential and proprietary BOARD information to anyone not authorized to receive same.

Sec. 5.9 Resignation of Directors. Any Director may resign by giving written notice to the Chairman or Secretary of the BOARD. The Secretary shall notify the GRAND MASTER, Chairman of the Grand Lodge Board of Directors, PRESIDENT, and Secretary of the REBEKAH ASSEMBLY of the resignation. The notice is effective when received, unless a later effective time is specified. If a later time is specified, a successor may be elected to take office when the resignation becomes effective. Except on notice to the Attorney General, a Director may not resign if the OFHC would then be left without a duly elected Director or Directors in charge of its affairs.

Sec. 5.10 Filling Vacancies. The Interviewing Committee shall determine the qualifications of candidates proposed to fill vacancies, and it shall make a written report of its findings to the GRAND MASTER, Chairman of the Grand Lodge Board of Directors, PRESIDENT, Secretary of the REBEKAH ASSEMBLY, and Chairman of OFHC. A vacancy of an Odd Fellow Director shall be filled by the GRAND MASTER with the concurrence of the Grand Lodge Board of Directors. A vacancy of a Rebekah Director shall be filled by appointment by the PRESIDENT with the concurrence of the Executive Committee of the REBEKAH ASSEMBLY. A vacancy of an At-Large Director shall be filled by appointment by the GRAND MASTER with the concurrence of the Grand Lodge Board of Directors. Any appointment to fill a vacancy shall be effective until the next annual session of the GRAND LODGE and REBEKAH ASSEMBLY when the remainder of the term will be filled by the election process described in Section 5.3 of these Bylaws.

- Sec. 5.11 Effect of reducing the number of Directors.** A reduction in the number of authorized Directors shall not have effect of removing any Director before the Director's term of office expires.
- Sec. 5.12 Meetings of the Directors.** The BOARD shall hold regular meetings, at least quarterly, at such time and place as shall be fixed by the Directors for the purpose of transacting corporate business. The first order of business at the first regular or special meeting following the election of Directors at the annual session of GRAND LODGE shall be the election of officers and appointing members to the standing committees.
- Sec. 5.13 Special Meetings.** The Chairman, Vice Chairman, or any three (3) Directors may call special meetings of the BOARD for any purpose at any time.
- Sec. 5.14 Notice of a special meeting** shall be given and received by the Directors not less than four (4) days prior to the meeting if delivered by First Class mail and not less than forty-eight (48) hours prior to the next meeting if notice is given personally or by telephone or fax. The notice must state the date, time, place, and purpose of the meeting.
- Sec. 5.15 Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meeting signs a waiver of notice, written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
- Sec. 5.16 Quorum.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly elected meeting of which a quorum is present shall be the act of the BOARD.
- Sec. 5.17 Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and/or place shall be given to the Directors who were not present at the time of adjournment.
- Sec. 5.18 Action without a meeting.** Action required or permitted by law to be taken at the BOARD meeting may be taken without a meeting if the action is taken by all members of the BOARD. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes reflecting the action taken. Action is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. All such consents shall be filed with the minutes of the proceedings of the BOARD.
- Sec. 5.19 Meetings by conference telephone.** Members of the BOARD may participate in meetings through the use of conference telephone or similar communications equipment, so long as all persons participating in the meeting can hear one another. Participation by Directors in a meeting in the manner provided in this section constitutes presence in person at the meeting.

Sec. 5.20 Committees of the Board

(1) The BOARD shall establish the following standing committees:

- (a) **Finance Committee:** consisting of three (3) members approved by vote of the Directors.
- (b) **Resident Services Committee:** consisting of three (3) members approved by vote of the Directors.
- (c) **Executive Committee:** consisting of the Chairman, Vice Chairman, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer
- (d) **Audit Committee:** consisting of three (3) members approved by vote of the Directors. The Audit Committee cannot include paid staff and cannot compensate directors. Furthermore the Audit Committee Chair cannot sit on the Finance Committee, and Finance Committee members must comprise less than 50% of the Audit Committee.

(2) **Additional committees.** The BOARD OF DIRECTORS may, by resolution, create one or more additional BOARD committees to serve at the pleasure of the BOARD. Each additional committee must have at least two Directors, but a majority on such additional committees need not be members of the BOARD. Any committee, to the extent provided in the enabling resolution, shall have all the authority of the BOARD, except that no committee, regardless of resolution may:

- (a) fill vacancies on the BOARD of Directors or any committee;
- (b) establish or approve compensation for Directors for serving on the BOARD or a committee;
- (c) amend or repeal Bylaws or adopt new Bylaws
- (d) amend or repeal any resolution of the BOARD of Directors which by its express terms is not amendable or repeal able;
- (e) appoint any other committees of the BOARD of Directors or the members of these committees;
- (f) openly and active endorse, promote or electioneer for any candidate for the BOARD.

(3) **Committee meetings.** Meetings and actions of the committees described in this section shall be governed by and held and taken in accordance with the provisions of this Article V concerning meetings of Directors. Minutes shall be kept of each meeting of any committee and be filed with the minutes of the BOARD.

Sec. 5.21 Advisory committees. In addition to the committees identified above, the BOARD OF DIRECTORS may appoint an advisory committee or committees, a majority of which need not be members of the BOARD. Actions and recommendations of advisory committees shall not be binding on the BOARD.

Sec. 5.22 Interviewing Committee. The Interviewing Committee shall consist of three (3) members, appointed by the BOARD.

- (1) The duties of this committee shall be to interview all candidates who seek to be Directors and At-Large candidates to determine his or her qualifications as a BOARD member.
- (2) The committee shall make a written report of its findings to the GRAND MASTER,

Chairman of the Grand Lodge Board of Directors, PRESIDENT, the Secretary of the REBEKAH ASSEMBLY and Chairman of OFHC.

Sec. 5.23 Standard of Care - General. A Director shall perform the duties of Director, including as a member of any committee on the BOARD on which the Directors may serve, in good faith in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared and presented by:

- (1) one or more officers or employees of the corporation whom the Director believes to be reliable and competent in matters presented;
- (2) counsel, independent accountants or other such person as to matters which the Director believes to be within such person's professional or expert competency in matters presented.
- (3) a committee of the BOARD upon which the Director does not serve, as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need thereof is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted. Except in the case of a self-dealing (as described in these Bylaws or California Law), a person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Sec. 5.24 Standard of Care - Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this corporation's investments, the BOARD shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the safety of this corporation's capital. The provisions of Section 5.22 of these Bylaws shall apply to this Section.

Sec. 5.25 Self-dealing transactions. Except as provided below, the BOARD shall not approve self-dealing transactions. A self-dealing transaction is one which the corporation is a party and in which one or more Directors has a material financial interest.

Sec. 5.26 Inspection. Every Director shall, at his or her expense, have the absolute right at any time during business hours of the corporation to inspect and copy all books, records, and documents, and to inspect the physical properties of the corporation.

Sec. 5.27 Additional Restrictions. Except for Resident Directors, no active Director shall be a resident of the corporation's retirement facilities while a member of the BOARD.

ARTICLE VI.
OFFICERS

Sec. 6.1 Officers of the Corporation. The officers of the corporation shall be a Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. The corporation may also have, at the BOARD's discretion one or more Vice Chairmen, one or more assistant financial officers and such other officers as may be appointed in accordance with Section 6.3 of these Bylaws.

Sec. 6.2 Election of Officers. The officers of the corporation, except those appointed under Section 6.3 of these Bylaws, shall be elected annually by the BOARD and shall serve at the pleasure of the BOARD. Officers must be directors of OFHC, except that the Grand Secretary shall be the Secretary for the BOARD and the Grand Treasurer shall be the Treasurer of the BOARD.

Sec. 6.3 Other Officers. The BOARD may appoint or may authorize a BOARD Committee to appoint any other officers from among the BOARD members that the corporation may require. Each officer so appointed shall have the title, hold the office for a period of time, have the authority, and perform the duties specified in the Bylaws or determined by the BOARD.

Sec. 6.4 Removal of Officers. Any officer may be removed, with or without cause, by the BOARD at any regular or special meeting.

Sec. 6.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the Chairman or Secretary of OFHC. The notice is effective when received, unless a later effective time is specified. If a later time is specified, a successor may be elected to take office when the resignation becomes effective. Any resignation shall not affect the rights, if any, of the corporation under any contract to which the officer is a party. Nor shall the resignation of any officer from the office he or she holds affect his or her position as a Director of the corporation.

Sec. 6.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these Bylaws for regular appointments to that office provided, however, that the vacancies may be filled as they occur.

Sec. 6.7 Chairman. The Chairman shall preside at the meetings of BOARD and shall exercise and perform such other powers and duties as may from time to time be assigned to the Chairman of the BOARD.

Sec. 6.8 Vice Chairman. If the Chairman is absent or disabled, the Vice Chairman shall perform all the duties of the Chairman. When so acting, the Vice Chairman shall have the powers of and be subjected to all restrictions on the Chairman. The Vice Chairman shall have such other powers and perform such other duties as the BOARD or the Bylaws may prescribe.

Sec. 6.9 Secretary. The Secretary shall have the following:

- (1) the Grand Lodge Secretary shall keep or cause to be kept, at the Grand Lodge office a book of minutes of all meetings, proceedings, and actions of the BOARD and committees of the BOARD. The minutes of the meetings shall include the time and place the meeting was held, whether the meeting was regular or special, and if special how authorized and how notice was given.
- (2) the Grand Lodge Secretary shall keep or cause to be kept at the Grand Lodge office, a copy of the articles of incorporation and a copy of the Bylaws of the

corporation.

(3) the Grand Lodge Secretary shall give, or cause to be given, notice of all meetings of the BOARD and of committees of the BOARD required by these Bylaws to be given. The Grand Lodge Secretary shall keep the corporate seal in safe custody and shall have such powers and perform such other duties as the BOARD or Bylaws prescribe.

Sec. 6.10 Treasurer. The Grand Lodge Treasurer shall render to the BOARD, upon their request, an account of the financial condition of the corporation. The Grand Lodge Treasurer shall have such other powers, and perform such other duties as the BOARD or these Bylaws may prescribe.

ARTICLE VII. MISCELLANEOUS

Sec. 7.1 Fiscal Year. The fiscal year of the corporation shall be from the first day of April to the last day of the following March.

Sec. 7.2 Corporate Seal. This corporation shall have a seal, which shall be specified by resolution of the BOARD OF DIRECTORS. The seal may be affixed to any corporate instruments as directed by the BOARD or any of its officers, but failure to affix it shall not affect the validity of the instrument.

Sec. 7.3 Contracts. All contracts entered into on behalf of this corporation that exceed \$10,000.00 but are less than \$50,000.00 may be authorized by Executive Committee. All contracts entered into on behalf of this corporation that exceed \$50,000.00 must be authorized by the BOARD OF DIRECTORS.

Sec. 7.4 Execution of Checks. Except as otherwise provided by law, every check, draft, promissory note, or other evidence of indebtedness of the corporation shall be signed by at least two individuals as are authorized by the BOARD OF DIRECTORS.

Sec. 7.5 Indemnification. This corporation shall indemnify its Directors, employees, and agents, including persons formerly occupying such position, to the fullest extent permitted by law, against all expenses, judgments, fines and other amounts actually reasonably incurred by them in connection with threatened, pending or completed action of proceeding, whether it is civil, criminal, administrative or investigative. In all cases where indemnification is sought, the corporation shall be subject to the following restrictions and requirements:

(1) Where action or proceeding is brought on behalf of the corporation or involves self-dealing transactions, as defined by these Bylaws or California law, the corporation shall not indemnify against amounts paid in settlement or judgment amounts, but shall upon express authorization of the BOARD, indemnify the Director, officer, employee or agent against expenses incurred in defense of an action arising from his/her relation on the corporation. To indemnify in such cases the BOARD must find the person met the statutorily prescribed standard of care by acting:

(a) in good faith,

(b) in the best interests of the corporation, and

(c) with the care including reasonable inquiry, of an ordinary prudent person under the circumstances.

(2) Where the person seeking indemnification under this section has been liable to the corporation, or has settled his/her liability to the corporation, the corporation shall

not indemnify against expenses without approval of the court or Attorney General.

- (3) The BOARD shall determine whether the person seeking indemnification has acted in accordance with the standard of care set forth in these Bylaws by a majority vote of a quorum consisting of disinterested Directors. The termination of any proceeding in a manner adverse to the defendant seeking indemnification shall not create a presumption that such failed to meet the standard of care.
- (4) Where the person seeking indemnification has been successful on the merits in defense or any action or proceeding brought on behalf of the corporation or in defense of any claim or issue involved in such action or proceeding, the corporation shall indemnify against all expenses actually or reasonably incurred.

The corporation shall not advance any money to the person seeking indemnification for the purpose of defending any action or proceeding without the receipt of an undertaking by such person to repay all advances unless it is ultimately determined that he/she is entitled to indemnification.

Sec. 7.6 Insurance. The BOARD may adopt a resolution authorizing the purchase of insurance on behalf of any Director, officer, employee or agent of this corporation against any liability asserted against or incurred by the Director, officer, employee or agent in such capacity or arising out of the Director's, officer's, employee's or agent's status as such, whether or not this corporation would have the power to indemnify the Director, officer, employee or agent against that liability under the law, except the corporation may not purchase insurance to protect self-dealing Directors (as defined in these Bylaws or California law) from liability.

Sec. 7.7 Reports to Directors. The Chairman and Treasurer shall furnish a written report at the first regular meeting of the next fiscal year to all Directors of OFHC containing the following information from the preceding fiscal year:

- (1) the assets and liabilities, including trust funds, of this corporation as of the end of the fiscal year.
- (2) the principal changes of assets and liabilities including trust funds, during the fiscal year.
- (3) the revenue or receipts of this corporation both restricted and unrestricted for particular purposes during the fiscal year.
- (4) the expenses or disbursements of this corporation, both general and restricted purposes during the fiscal year.
- (5) regardless of the gross receipts of the corporation, the Chairman and Treasurer must furnish a written report to all Directors that lists each transaction during the prior fiscal year involving one thousand dollars (\$1,000.00) or more between this corporation or subsidiary and any Director or officer of this corporation or subsidiary. The report must disclose the name of the Director or officer and the relationship to the corporation, the nature of the person's interest in the transaction and where practical, the amount of such interest. The Chairman and Treasurer must also furnish an annual written report to all Directors disclosing the amounts and circumstances of any indemnification or advances aggregating more than one thousand dollars (\$1,000.00) paid during the prior fiscal year to any officer or Director of this corporation. Notwithstanding the foregoing, the written report need not include reimbursement to Directors out-of-pocket expenses incurred on

behalf of the Corporation.

Sec. 7.8 Financial Reports. The Treasurer will see that each BOARD member is given an interim budget report at each regular meeting. The report shall contain the following:

- (1) the amounts budgeted for each budget item for the fiscal year.
- (2) the revenues or receipts for the reporting period and year to date expressed in dollars and cents.
- (3) the expenses and disbursements for the reporting period and the year to date, expressed in dollars and cents.

Sec. 7.9 7.9 Reports to GRAND LODGE. The BOARD shall make an annual report to the GRAND LODGE which shall include:

- (1) an exhibit of the progress made by the corporation during the prior year.
- (2) any proposals for significant future changes.
- (3) a condensed version of the financial report specified in Section 7.8.

ARTICLE VIII.
AMENDMENTS

Sec. 8.1 Amendment of Bylaws. The Bylaws may be amended or repealed and new Bylaws adopted by a two thirds vote of a quorum of the members of the BOARD. Any amended or newly adopted Bylaws shall be subject to ratification by the GRAND LODGE, and it shall take effect upon ratification or at later date if such is specified in the amendment.