

Bylaws of The American Bamboo Society

ARTICLE I

NAME AND ADDRESS

The name of this corporation is THE AMERICAN BAMBOO SOCIETY, hereinafter referred to as "the Corporation" or "ABS". The principal office for the transaction of the business of the corporation ("principal executive office") is located at 230 Quail Gardens Drive, Encinitas, CA. The directors may change the principal office from one location to another.

ARTICLE II

OBJECTIVES AND PURPOSES

The objectives of this corporation are:

1. To provide a source of information on the identification, propagation, utilization, culture, and appreciation of bamboos. To disseminate and store this information, the corporation maintains a library of references and publishes a Journal and Newsletter.
2. To promote the utilization of a group of desirable species by development of stocks of plants for distribution to botanic gardens and introduction to the general public.
3. To preserve and increase the number of bamboo species in the United States.
4. To plant and maintain bamboo gardens to display the characteristic beauty of mature plants and to provide plant material for research in the taxonomy, propagation, and culture of as large a number of species as possible.
5. To support bamboo research in the field and to establish whatever facilities are deemed necessary to carry out the research projects approved by the directors.

ARTICLE III

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

ARTICLE IV

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to scientific and literary purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to scientific purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code S. 501(c)(3).

ARTICLE V

MEMBERSHIP

Section 1. Types of Membership.

(a) Any person who is dedicated to the purposes of this corporation shall be eligible for regular membership upon acceptance of his or her application by the board of directors and payment of such dues and initiation fee as may from time to time be fixed by the board of directors. Several subclasses of regular membership may be defined by the board of directors and each subclass may have its own distinct membership dues.

(b) Dual Members. Any two people living in the same household may qualify as dual members and receive a single copy of all publications. Dual membership, however, has only one vote.

(c) Any person studying the Bambuseae toward an advanced degree shall be eligible for student membership upon acceptance of his or her application by the board of directors. Membership fees and dues

shall be waived for this class. The application must be reviewed each year and membership granted at the discretion of the board of directors.

(d) Any other person of good character who has materially added to the knowledge of the Bambuseae may be designated a Fellow of the ABS, at the discretion of the board of directors. Membership fees and dues are waived for life for this class.

(e) Organization and Company Members. Any organization or company may apply for this special class of membership.

Section 2. Fees, Dues, and Assessments. Each member in good standing must pay, within the time and on the conditions set by the board of directors, the initiation fee and annual dues in amounts to be fixed from time to time by the board of directors. The dues and fees shall be equal for all members of each class, but the board of directors may set different fees and dues for each class, and the board may establish reduced dues for joint membership in ABS and a recognized Chapter.

Section 3. Termination of Membership.

(a) Causes of Termination. The membership of any member shall terminate upon occurrence of any of the following events:

(i) The resignation of the member.

(ii) The failure of a member to renew his or her membership for the following year by paying annual dues within the time set forth by the board of directors.

(iii) The determination by the board of directors or a committee designated to make such determination that the member has engaged in conduct materially and seriously prejudicial to the interest of the corporation.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (iii) above, the corporation must follow the expulsion procedure mandated by California Corporation Code Section 5341.

Section 4. Transfer of Memberships. No member may transfer for value a membership or any right arising from it. All rights of memberships cease on the member's death.

ARTICLE VI CHAPTERS

Section 1. Any ten ABS members may apply to ABS for recognition as a Chapter. This recognition may be withdrawn if the number of ABS members in the Chapter drops below ten.

Section 2. To qualify for recognition, a Chapter must be organized for literary and scientific purposes meeting the requirements of Internal Revenue Code Sec. 501 (c), (3), and must have goals compatible with those of ABS.

Section 3. Chapters shall elect their own officers, maintain their own finances separate from ABS, publish their own newsletters, schedule and support local meetings, and maintain a library of publications relating to bamboo. ABS will supply free of charge a copy of all available ABS publications to the library of each recognized chapter.

Section 4. Chapters may host National and International meetings in cooperation with ABS.

Section 5. Recognized Chapters at the date of this amendment are: Pacific Northwest, Northern California, Southern California, Northeast, Southeast Highlands, Caribbean, and Texas.

ARTICLE VII MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of members shall be held at the principal office of ABS on the third Saturday of October each year unless the board of directors fixes another place and date and so notifies the members as provided in Section 3 of this Article VII. (Typo corrected)

Section 2. Special Meeting.

(a) Authorized persons who may call. A special meeting of the members may be called at any time by the board of directors, the president, or by five percent or more of the members.

(b) Calling meetings by members. If a special meeting is called by members other than the president, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, to the president or the secretary of ABS. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with the provisions of Section 3 of this Article, that a meeting will be held, and the date and place for such meeting, which date shall be not less than 35 nor more than 90 days following the receipt of the request. If the notice is not

given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice.

Section 3. Notice of Members' Meetings.

(a) General notice contents. All notices of meeting of members shall be sent or otherwise given in accordance with Subsection (c) of this section of this Article VII not less than 10 nor more than 90 days before the date of this meeting. The notice shall specify the place, date, and hour of the meeting and

(i) in the case of a special meeting, the general nature of the business to be transacted and no other business may in that case be transacted, or

(ii) in the case of the annual meeting, those matters which the board of directors, at the time of giving the notice, intends to present for action by the members.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s).

(i) Removing a director without cause;

(ii) Filling vacancies on the board of directors by the members;

(iii) Amending the articles of incorporation;

(iv) Voluntarily dissolving the corporation.

(c) Manner of giving notice. Notice of any meeting of members shall be mailed to the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice.

Section 4. Quorum.

(a) Percentage required. Ten percent of the members or 100 members, whichever is fewer, shall constitute a quorum for the transaction of business at a meeting of the members.

(b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 5. Voting.

(a) Manner of casting votes. Voting may be by voice or ballot, provided that any election of directors must be by ballot.

(b) Cumulative voting. Each member entitled to vote at any election of directors shall have the right to cumulate his votes by giving one candidate a number of votes equal to the number of directors to be elected, multiplied by the number of votes to which his membership is entitled, or by distributing his votes on the same principle among as many candidates as he desires. No member shall be entitled to cumulate votes unless

(i) the candidate's or candidates' name(s) have been placed in nomination before the voting, and

(ii) a member has given notice at the meeting, and before the voting, of the member's intention to cumulate the member's votes. If any one member has given such notice, all members may cumulate their votes for candidates in nomination. Those candidates receiving the highest number of votes, up to the number of directors to be elected, shall be winners of the election.

(c) Only majority of members represented at meeting required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the members.

Section 6. Action by Written Consent Without a Meeting.

(a) General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provision of this section.

(b) Solicitation of Written Ballots. The corporation shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 3 of this Article VII for giving notice of special meetings. All solicitations of votes by ballot shall:

(1) indicate the number of responses needed to meet the quorum requirement;

(2) state the percentage of approvals necessary to pass the measure(s); and

(3) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall:

(1) set forth the proposed action; and

(2) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

(c) Quorum; Majority. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the numbers of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 7. Proxies; Right of members. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation.

Section 8. Voting of Classes.

Each member of each class of membership shall be entitled to cast one vote on all matters submitted to a vote of the members.

ARTICLE VIII.

ELECTION OF DIRECTORS

Section 1. Nominations.

(a) Nominating committee. The president shall, in a timely manner, appoint a committee to select candidates for election to At-Large and International positions on the board of directors. The nominating committee shall make its report in sufficient time that the secretary may cause the names of candidates to be published in the latest issue of the ABS Newsletter that is distributed at least 30 days before the annual meeting, with the notice of meeting required by Article VII, Section 3.

(b) Nominations by members. Members representing two percent of the membership may nominate candidates for at-large directorships at any time before the scheduled deadline for material for publication in the ABS Newsletter issue that precedes the annual meeting by at least 30 days. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot and listed in the Newsletter along with those candidates named by the nominating committee. The same procedure shall be followed for nominations for a Director representing the International members.

(c) Nominations and elections of Directors representing Chapters shall be handled exclusively by the Chapters concerned, according to such rules as they may see fit to establish.

(d) Nominations from the floor. If there is a meeting to elect directors, any member present at the meeting, in person or by proxy, may place names in nomination.

Section 2. Election material.

(a) Every nominee shall be given the opportunity to place a brief statement of qualifications and any other material reasonably related to the election in the issue of the ABS Newsletter that carries the notice of meeting and list of nominees.

(b) No corporate funds may be expended to support a nominee for director after there are more people nominated for director than can be elected.

Section 3. Vote required to Elect Director.

Candidates receiving the highest number of votes shall be elected as directors.

Section 4. Mail elections.

Wherever possible, elections of Directors shall be conducted by mail.

Section 5. Election by default.

If after the deadline for submission of nominations for At-Large and International Directors there is no more than one nominee for any open position, the Board of Directors may without further action declare that nominee elected.

Section 6. Any person nominated for election as a Board member, or appointed to the Board, must be a member of ABS in one of the classes listed in Article V, Section 1. If his/her membership lapses, Board membership will also lapse.

ARTICLE IX.

DIRECTORS

Section 1. Powers.

(a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

(iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. Number and Qualification of Directors.

There shall be no fewer than eleven and no more than fifteen Directors. At least three of these shall be Directors-At-Large. One International Director shall be elected by members resident outside of the United States or Canada. The other directors shall be elected as follows:

(a) Each year the Directors shall specify an "electoral number," which is not greater than 1/11 of the number of ABS members resident in the United States or Canada, and may be less. Any recognized Chapter or group of 2 or more recognized Chapters which has in its Chapter membership a number of ABS members resident in the United States or Canada that equals or exceeds that number may petition for the privilege of electing a member of the Board of Directors, if it does not already have on the Board a Director elected by the Chapter.

(b) The Secretary of ABS, on receipt of such a petition at least 60 days before the date of the ABS Annual Meeting, shall verify the membership and notify the Chapter that it is eligible to elect a Director.

(c) The Chapter, after notification, shall conduct an election to fill the position. Only ABS members who are also members of the Chapter may vote for such a position, and no ABS member may vote in more than one Chapter. On completion of the Election, and prior to the opening of the next ABS Annual Meeting, the Secretary of the Chapter shall certify the result of the election to the Secretary of ABS.

(d) If, for any election, the number of continuing Board members, plus the number of Chapters or groups of Chapters eligible to elect representatives, plus one Director-At-Large, plus an International Director (if due for election that year), totals less than 11, additional Board members sufficient to bring the number to 11 shall be elected by a vote of those ABS members within the US and Canada who are not affiliated with any Chapter eligible to elect a Director.

(e) When counting ABS members in a Chapter for the purposes of Article VI Section 1, and Article IX Sections 2 (a) and 2 (c), only those members shall be counted or allowed to vote who are either members of that Chapter only, or have notified ABS that that Chapter is their "primary chapter."

Section 3. Election and Term of Office of Directors.

Election to fill vacancies on the board of directors, other than Chapter representatives, shall be conducted by the Secretary of ABS by mail ballot to be returned prior to the annual business meeting or November 1, whichever comes first. The terms of office of Directors shall be 3 years, except for Directors elected to fill a vacancy who will serve the remainder of the term of the previous director, and Directors elected to fill newly created positions, who shall have term lengths adjusted so that an approximately equal number of terms expire each year. Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. If any Chapter ceases to be eligible to elect a Director because of a decrease in membership or an increase in the "electoral number," an existing Director elected by that Chapter may serve out the remainder of the term to which elected.

Section 4. Vacancies.

(a) Events causing vacancy. Vacancies may result from death, resignation, or removal. Any director may resign provided written notice is given to the president, the secretary, or the board of directors. Two thirds of the board of directors may remove a director for just cause. A majority of the membership may remove a director by mail ballot. A Director elected to represent a Chapter may be removed also by a

majority vote of the ABS members who are members of that Chapter.

(b) Resignations. Except as provided in this paragraph, any director may resign, but no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Vacancies filled by members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors, but any such election by written consent shall require the consent of a majority of the voting power.

Section 5. Place of Meetings; Meetings by Telephone. Regular or special meetings of the board of directors may be held at any place within or outside the State of California or by conference telephone or by use of mail, FAX, or the Internet if consented to by a majority of the Board either before or after the meeting, and all actions so taken shall be as valid as if taken at a meeting in person.

Section 6. Annual Meeting. Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.

Section 7. Special Meetings. Special meetings may be called by the president, the vice president, the secretary, or any three directors with the provision that other board members are notified in a timely fashion of the time, place, and agenda of the meeting.

Section 8. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business.

Section 9. Action Without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if a majority of members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a majority vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 10. Fees and Compensation of Directors. Directors and members of committees 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.

Section 11. Any Director who is unable to attend a scheduled meeting of the Board may designate another ABS Member to attend that meeting as his/her proxy, and vote in her/his behalf. Such proxies may be counted to establish a quorum.

ARTICLE X COMMITTEES

Section 1. Committees of Directors. The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval or approval of a majority of all the members;
 - (b) fill vacancies on the board of directors or in any committee which has the authority of the board;
 - (c) fix compensation of the directors for serving on the board or on any committee;
 - (d) amend or repeal bylaws or adopt new bylaws;
 - (e) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
 - (f) appoint any other committees of the board of directors or the members of these committees;
 - (g) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
 - (h) approve any transaction
 - (1) to which the corporation is a party and one or more directors have a material financial interest;
- or
- (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2. Meetings and Action of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provision of Article IX of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws 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 determined either by resolution of the board of directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provision of these bylaws.

ARTICLE XI OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a secretary, and a chief financial officer (Treasurer). The corporation may also have, at the discretion of the board of directors, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article XI. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president.

Section 2. Election of Officers. The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article XI, shall be chosen by the board of directors, at the Board meeting that follows the annual membership meeting, and each shall serve for one year or until his/her successor is appointed.

Section 3. Subordinate Officers. The board of directors may appoint, and may authorize the president or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the board of directors.

Section 4. Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6. Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

Section 7. Responsibilities of Officers.

(a) President. The president shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. He shall preside at all meetings of the members and at all meetings of the board of directors. He shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

(b) Vice presidents. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, 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 upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors.

(c) Secretary. The secretary shall attend to the following:

(i) Book of minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(ii) Memberships records. The secretary shall keep, or cause to be kept, a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each.

(iii) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all

meetings of the members and of the board of directors required by the bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(d) Chief financial officer. The chief financial officer shall attend to the following:

(i) Books of account. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all his transactions as chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(iii) Bond. If required by the board of directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. Indemnifications. All indemnifications for legal expenses and related costs caused to Directors, Officers, Employees, and other agents of ABS, for actions on behalf of ABS taken in good faith, shall be handled in conformance with the requirements of Section 5238 of the California Corporation Code.

Section 2. Insurance. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of Section 5238 of the California Corporation Code.

ARTICLE XIII

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its members, board, and committees of the board;
- (c) A record of its members, giving their names and addresses and the class of membership held by each.

Section 2. Members' Inspection Rights.

(a) Any member of the corporation may

(i) Inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested, or

(ii) Obtain from the secretary of the corporation, on written demand and at cost, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled; and

(b) Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members and the board and committees of the board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.

(c) Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

Section 3. Maintenance and Inspection of Articles and Bylaws. The secretary shall, on the written request

of any member, furnish to that member a copy of the articles and bylaws as amended to date.

Section 4. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 5. Annual Report to Members.

Not later than 120 days after the close of the corporation's fiscal year, the board shall cause an annual report to be sent to the members. Such report shall be accompanied by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation and contain the following information in reasonable detail:

The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

The principal changes in assets and liabilities, including trust funds, during the fiscal year.

The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

A statement of the amount and circumstances of any transaction(s) in which the corporation was a party, and in which any director or officer of the corporation, had a direct or indirect financial interest if such transactions with the same person involved in the aggregate, over \$50,000, or any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article XII hereof, or a statement that no such transactions occurred.

ARTICLE XIV

CONSTRUCTION AND DEFINITIONS

In all matters not specified above, the provisions of the California Corporation Code for Nonprofit Public Benefit Corporations shall be followed. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XV

AMENDMENTS

Section 1. Amendment by Members.

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members or of their proxies, or by written consent of these persons. Any amendment which would materially and adversely affect the rights of any class of members as to voting or transfer, differently than such action affects another class, must be approved by the members of such affected class. Further, where any provision of these bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of members. No amendment may extend the term of a director beyond that for which such director was elected.

Section 2. Amendment by Directors. Subject to the rights of members under Section 1 of this Article XV and the limitations set forth below, the board of directors may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

(a) The limitation set forth in Section 1 on the members' power to adopt, amend or repeal bylaws shall apply to actions by the board of directors.

(b) The board of directors may not amend a bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors. However, the directors may, subject to the other limitation of this Section, fix the exact number of directors within the limits stated in Article IX Section 2.

(c) The board of directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:

(i) Any provision increasing the terms of directors.

(ii) Any provision allowing one or more directors to hold office by designation or selection rather than election by the members.

(iii) Any provision giving the board of directors power to fill vacancies on the board created by removal of directors.

(iv) Any provision increasing the quorum for members' meetings.

- (v) Any provision repealing, restricting, creating or expanding proxy rights.
- (vi) Any provision that repeals or amends Article VII, Section 5(b) of these bylaws, which authorizes cumulative voting.

CERTIFICATE OF SECRETARY. I, the undersigned, certify that I am the presently elected and acting Secretary of The American Bamboo Society, a California nonprofit corporation, and the above bylaws are the bylaws of this corporation as amended by of the Board of Directors on October 16, 2002.

Dated: 16 October 2002

David G. King, Secretary