

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 mailing address of the Corporation is 315 South Coast Highway 101, Suite U, PMB 212, Encinitas, CA 92024-3555. This address may be changed at the discretion of the Board of Directors from time to time.

ARTICLE II. OBJECTIVES AND PURPOSES

The objectives of this corporation are:

1. To provide a source of information on the identification, propagation, applications, conservation, culture, and appreciation of bamboos. To disseminate and store this information, the corporation publishes a peer-reviewed journal, a periodical, a species source list and other materials at the discretion of the Board of Directors.
2. To preserve and increase the number of bamboo species in the United States.
3. To encourage the planting and maintenance of bamboo gardens to display the characteristic beauty of mature plants and provide plant material for research on bamboo taxonomy, propagation, and culture.
4. To support bamboo research.

ARTICLE III. NONPARTISAN ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to public, scientific and literary purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V.
MEMBERSHIP

Section 1. Classes of Membership.

(a) Any person who is dedicated to the purposes of this corporation shall be eligible for membership. The Board shall establish classes of membership and their respective 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 and one vote.

(c) Any person studying the Bambusoideae toward an advanced degree shall be eligible for student membership, which shall be renewable annually upon review by the Board of Directors. Dues shall be waived for this class.

(d) The Board of Directors may grant a complimentary Life Membership to any individual who has contributed considerably to the goals of the ABS.

(e) Commercial or organizational membership may be established or eliminated at the discretion of the Board of Directors.

Section 2. Dues. The board shall establish dues for all categories of membership and change them at its discretion.

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 or death of the member.

(ii) The failure of a member to renew his or her membership in a timely manner as defined by the Board of Directors.

(iii) The determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial or adverse to the interests of the corporation.

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

Section 4. Transfer of Memberships. No member may transfer a membership or any right arising from it.

ARTICLE VI.
CHAPTERS

Section 1. Chapters of the ABS may be formed for the purpose of carrying out the goals and purposes of the ABS as set forth in these Bylaws.

Section 2. Chapters shall be organized to provide opportunities for ABS members to gather together and collaborate on such activities as plant sales/swaps and auctions, field trips, lectures, workshops, presentations and providing support to projects which promote bamboo. To facilitate these purposes, Chapters shall, to the extent feasible, be organized on a geographic basis.

Section 3. A group of twenty or more ABS members may apply in writing to the Board of Directors for recognition as a Chapter. These founding members must agree to become "primary" members of the proposed Chapter upon its approval, although they may be members of other Chapters. Chapter recognition may be withdrawn by the Board if the number of ABS members in a Chapter drops below twenty. All new Chapters must formally be recognized and approved by the Board of Directors after fulfillment of the requirements set forth in this Article VI.

Section 4. To qualify for recognition, a Chapter must be organized for literary, educational and scientific purposes meeting the requirements of Internal Revenue Code Sec. 501(c)(3), must have goals compatible with those of ABS, and have Bylaws which so state. Violation of these requirements can result in revocation of recognition of a Chapter at the discretion of the Board of Directors.

Section 5. Chapters shall elect their own officers, may publish their own newsletters, and schedule local meetings. Chapters shall have the right to raise and expend funds for projects and programs in furtherance of the goals and purposes of the ABS as set forth herein, and as may be promulgated by the Board of Directors from time to time. Chapters shall maintain their own finances separately from ABS, with no liability on the part of ABS.

Section 6. Chapters may are encouraged to host National and International meetings in cooperation with ABS.

Section 7. Recognized Chapters of the ABS shall be listed in the minutes of each ABS Annual Meeting.

ARTICLE VII. MEETING OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of members which is held at a place and time designated by the Board of Directors.

Section 2. Special Meeting.

(a) A special meeting of the members may be called at any time by the Board of Directors, the president, or by five percent (5%) or more of the members.

(b) If a special meeting is called by members other than the president or the Board of Directors, the request shall be submitted by such members in writing, to the president or the secretary of ABS, specifying the general nature of the business proposed. The officer receiving the request shall cause notice to be given promptly to the members, 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 20 days after receipt of the request, the persons requesting the meeting may give the notice.

Section 3. Notice of Members' Meetings.

(a) All notices of meeting of members shall be distributed 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) The notice must include a description of the general nature of any of the following agenda items in order for action at a meeting on these proposals to be valid:

(i) Removing a Director without cause;

(ii) Filling vacancies on the Board of Directors by the members;

(iii) Amending the Articles of Incorporation;

(iv) Amending the Bylaws;

(v) Voluntarily dissolving the corporation.

(c) Notice of any meeting of members shall be mailed or sent electronically to each member at his/her address on file with the ABS.

Section 4. Quorum.

(a) Ten percent (10%) 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) 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) Voting may be by voice or ballot, except that election of International and At-Large directors must be by ballot. Selection of Chapter Directors is described in Article VIII, Section 1(c).

(b) Cumulative voting is not authorized.

(c) If a quorum is present, the affirmative vote of the majority of the members represented at the meeting voting on any matter shall be the act of the members.

Section 6. Action by Written Consent Without a Meeting.

(a) 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) The corporation shall distribute one ballot to each member entitled to vote; such ballots shall be 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);
- (3) specify the time by which the ballot must be received in order to be counted;
- (4) set forth the proposed action; and
- (5) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

(c) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period 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 number 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. Every member 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 each of the 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 an Ad Hoc 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 periodical that is distributed at least 30-50 days before the annual meeting, with the notice of meeting required by Article VII, Section 3.

(b) Nominations by members. Members representing two percent (2%) of the membership may nominate candidates for At-Large or International directorships at any time before the scheduled deadline for material for publication in an issue of the ABS periodical that precedes the annual meeting by at least 50 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 ABS periodical along with those candidates named by the nominating committee.

(c) Close of nominations. Nominations for At-Large and International Directors shall close not less than 50 nor more than 120 days before the day directors are to be elected. No nominations for the Board can be made after the date set for the close of nominations.

(d) Nominations and elections of Directors representing Chapters shall be handled exclusively by the Chapters concerned in accordance with Article IX, Section 2(c).
Section 2. Election material.

(a) Every nominee for At-Large and International Directors 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 periodical that carries the notice of meeting and list of nominees.

(b) No corporate funds may be expended to support a nominee for director.

Section 3. Vote required to elect Director. Candidates for At-Large and International Directors receiving the highest number of votes shall be elected as Directors.

Section 4. 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 5. Any person nominated for election as a Board member, or appointed to the Board, must be a member of ABS. If his/her membership lapses, Board membership also lapses.

ARTICLE IX. DIRECTORS

Section 1. Powers.

(a) General corporate powers. Subject to the provisions of the California Corporations Code 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, the principal business office or the corporate mailing address from one location to another; cause the corporation to be qualified to do business in any state, territory, dependency or country and conduct business; and designate any place for the holding of any members' 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 (11) and no more than eighteen (18) Directors. At least three (3) of these shall be Directors-At-Large elected by all ABS members. One (1) International Director shall be elected by members resident outside of the United States and its territories and possessions. 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 and its territories and possessions and may be less. Any recognized Chapter or group of two (2) or more recognized Chapters which includes a number of ABS members who are primary members of the Chapter(s) and resident in the United States, its territories and possessions that equals or exceeds the electoral number may petition for the privilege of electing a Director, if it does not already have a Director previously selected 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 select its new Director. Only ABS members who are primary 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 At-Large Board members sufficient to bring the number to 11 shall be elected by a vote of all ABS members.

Section 3. Election and Term of Office of Directors. Election to fill vacancies on the Board of Directors, other than Chapter Directors, shall be conducted by the secretary of ABS by mail or electronic ballot to be returned prior to the annual business meeting. The terms of office of Directors shall be three (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) 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 or electronic 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) 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, except upon notice to the Attorney General of California.

(c) Except for a vacancy created by the removal of a Director, vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Code Section 5211, or (3) a sole remaining Director. Vacancies occurring in the Board by reason of the removal of Directors may be filled only by

approval of the members.

(d) The members may elect one or more Directors-At-Large 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 all members.

Section 5. Place of Meetings. Members of the Board may participate in a meeting at a physical location, through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation, as long as all members participating in the meeting are able to hear one another concurrently, and each member 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.

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 of the Board 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 as defined in these Bylaws shall constitute a quorum for the transaction of business.

Section 9. Action Without a 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 unanimous 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. No Director may vote at any meeting by proxy (Code Section 5211(c)).

ARTICLE X. OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a first vice president, a secretary, and a chief financial officer (Treasurer). The corporation may also have other officers such as a second vice president or assistants to the officers. The appointees shall carry out their duties until the adjournment of the following year's annual membership meeting.

Section 2. Limit of Positions. 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 3. Election of Officers. The officers of the corporation shall be chosen by the Board of Directors, at the Board meeting that follows the annual membership meeting. Each shall serve until the adjournment of the following year's annual membership meeting or until his/her successor is appointed.

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.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the president or secretary. 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. The president shall preside at all meetings of the members and at all meetings of the Board of Directors. The President 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 first 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 upon, the president. In the absence or disability of the first vice president, the second vice president (if any) shall assume these duties. The vice presidents shall have such other powers and perform such other duties as may be prescribed 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 such 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. If kept electronically, such records shall exist in a medium which is readily converted to legible printed form.

(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/She shall keep the seal of the corporation in safe custody. He/She shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these 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/her 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 these 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/her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control ~~on~~ upon death, resignation, retirement, or removal from office.

ARTICLE XI. 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 California Corporations Code, also require 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;

(h) approve any transaction

(1) to which the corporation is a party and one or more Directors has or 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 has or have a material financial interest.

Section 2. Other Ad Hoc Committees. The Board of Directors may designate one or more ad hoc committees whose members are not exclusively Directors. These committees shall not have the authority of the Board but shall be advisory to the Board.

Section 3. 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, Section 5 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. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

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 Corporations 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 Corporations 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 business 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 business 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. Copying costs are borne by the requesting member.

Section 3. Maintenance and Inspection of Articles and Bylaws. The secretary shall, on the written request of any member, furnish to that member at cost 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 at cost.

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:

- (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) 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

Section 1. Construction. In all matters not specified above, the provisions of the California Corporations 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.

Section 2. Definitions.

"Member" = voting member in good standing, of any class of membership unless class is specified.

"Dual membership" = two persons at the same address who together are entitled to one vote and jointly pay one membership fee.

"Primary member" = a member of a recognized Chapter who declares that Chapter as his/her "primary" Chapter and is counted toward the Chapter's electoral number. Usually the primary Chapter is the one closest to the geographical location of the member's residence. That member may have "secondary" membership in one or more other Chapters but is permitted only one vote on ABS issues. Only a Chapter's primary ABS members may vote to elect an ABS Director from that Chapter.

"Electoral number" = The minimum number of ABS primary Chapter members required to qualify to have a Chapter Director on the ABS Board.

"Chapter" = An affiliated regional group of ABS members.

"Chapter Director" = An ABS Director selected by the primary ABS members of a Chapter.

"At-Large Director" = An ABS Director representing and elected by all ABS members.

"International Director" = An ABS Director representing and elected by all ABS members residing outside the United States, its territories and possessions.

"Authorized number of Directors" = The number of Director positions filled or authorized to be filled; the number may vary and may or may not equal the minimum or maximum number of Directors allowed by these Bylaws,

"Code" = California Corporations Code for Nonprofit Public Benefit Corporations.

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.

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 Members of the American Bamboo Society on 1 March 2012.

Adoption Date: 1 April 2012

David G. King, Secretary