

the time set for the meeting. Notices given by personal delivery, telephone or facsimile shall be delivered, telephoned or sent at least 48 hours before the time set for the meeting.

- iii. Notice contents. The notice shall state the time and place for the meeting. It need not specify the purpose of the meeting and it need not specify the place of the meeting if it is to be held at the principal executive office of the corporation.

SECTION 5.9 QUORUM

A majority of the number of directors in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.11. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of law or the Articles of Incorporation, especially those provisions of the California Nonprofit Mutual Benefit Corporation Law relating to:

- i. Approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- ii. Appointment of committees, and,
- iii. Indemnification of directors.

A meeting of which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 5.10 WAIVER OF NOTICE

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 5.11 ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 5.12 NOTICE OF ADJOURNMENT