

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 5.13 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board of directors, 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 of directors.

SECTION 5.14 REIMBURSEMENT OF EXPENSES 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 5.15 NO LIABILITY OF DIRECTORS

No director shall be personally liable for the debts, liabilities or obligations of the corporation. The directors of the corporation shall have no liability for dues on assessments.

ARTICLE VI. COMMITTEES

SECTION 6.1 COMMITTEES OF DIRECTORS

The board of directors may, by motion 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 of directors. Any committee duly constituted in accordance with the foregoing sentence may invite one or more additional persons who are not directors to be members of the committee; provided that such other persons shall not have the right to vote (nor shall they vote) on any matter coming before a vote of the committee. Any committee, to the extent provided in the motion of the board of directors, shall have all the authority of the board of directors, except that no committee, regardless of board of directors' resolution, may:

- a. Take any final action on matters, which, under the California Nonprofit Mutual Benefit Corporation Law, 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 of directors.