BYLAWS

OF

MUSEUM EDUCATORS OF SOUTHERN CALIFORNIA,
A California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of this corporation shall be Museum Educators of Southern California.

ARTICLE II
OFFICES

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation shall be at such place within the State of California as the board of directors (sometimes referred to hereinafter as the "board") from time to time shall designate. It is currently fixed and located at UCLA Museum of Cultural History, 55A Haines Hall, 405 Hilgard Avenue, Los Angeles, California 90024-1549.

Section 2. OTHER OFFICES. The board of directors may at any time establish branch or subordinate offices at any place or places as it may deem appropriate and where the corporation is qualified to do business.

ARTICLE III
OBJECTIVES AND PURPOSES

The objectives of this corporation shall be to carry out a variety of charitable, cultural and educational activities. Within the context of the general purposes stated above, this corporation shall: promote museum education programs by providing opportunities for professionals to learn from each other and by increasing public participation in such programs.

ARTICLE IV
NON-PARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law with 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 except as provided in Section 501(h) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. The corporation shall not, except in an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V
MEMBERS

Section 1. QUALIFICATIONS AND RIGHTS OF MEMBERSHIP.

(a) Classes and Qualifications. This corporation shall have two (2) classes of members, designated as follows: (1) institutional members and (2) individual members. Any institution or person dedicated to the purposes of this corporation shall be eligible for membership on approval of the membership application by the board and on timely payment of such dues and fees as the board may fix from time to time.

(b) Voting Members. Both institutional members and individual members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

(c) Other Persons Associated With the Corporation. The corporation may refer to persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth herein, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code unless that person or entity shall have qualified for a voting membership under these bylaws. References in these bylaws to members shall mean members as defined in Section 5056 of the California Corporations Code; *i.e.*, the members of the institutional and individual membership classes set forth in these bylaws. By amendment of its articles of incorporation or of these bylaws, the corporation may grant some or all the rights of a member of any class, as set forth in these bylaws, to any person or entity that does not have the right to vote on any of the matters specified in this Section of these bylaws, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporations Code.

Section 2. DUES, FEES, AND ASSESSMENTS. Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees, and assessments for each class.

Section 3. GOOD STANDING. Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 4. TERMINATION AND SUSPENSION OF MEMBERSHIP.

(a) Causes of Termination. A membership shall terminate on occurrence of any of the following events:

(1) Resignation of the member, on reasonable notice to the corporation;

(2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

(3) Failure of the member to pay dues, fees, or assessments as set by the Board within ninety (90) days after they become due and payable;

(4) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(5) Expulsion of the member under this Section based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

(b) Suspension of Membership. A member may be suspended based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

A person whose membership is suspended shall not be a member during the period of suspension.

(c) Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under these bylaws, the procedure set forth below shall be followed:

(1) The member shall be given 15 days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the expulsion or suspension should take place.

(3) The board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the board, committee, or person shall be final.

(4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 5. TRANSFER OF MEMBERSHIPS.

No membership or right arising from the membership shall be transferred. All membership rights cease on the member's death or dissolution.

Section 6. MEETINGS OF MEMBERS.

(a) Place of Meeting. Meetings of the members shall be held at any place within or outside the State of California designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

(b) Annual Meeting. An annual meeting of members shall be held on the third Monday of June of each year at 10 o'clock a.m., unless the board fixes another date or time and so notifies members as provided herein. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, directors shall be elected and any other proper business may be transacted, subject to any limitations provided in these bylaws.

(c) Special Meetings.

(i) Persons Authorized To Call. A special meeting of the members for any lawful purpose may be called at any time by the board or the chairman of the board, if any, or by the president or by 5 percent or more of the members.

(ii) Calling Meetings. A special meeting called by any person (other than the board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with the provisions of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(iii) Proper Business of Special Meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(d) Notice Requirements for Members' Meetings.

(i) General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

(ii) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(1) Removing a director without cause;

(2) Filling vacancies on the board;

(3) Amending the articles of incorporation; or

(4) Electing to wind up and dissolve the corporation.

(iii) Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(iv) Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

(e) Quorum.

(i) Percentage Required. Thirty-five percent (35%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members.

(ii) Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn 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.

(f) Adjournment and Notice of Adjourned Meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

(g) Voting.

(i) Eligibility To Vote. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be institutional members and individual members in good standing as of the record date determined as set forth in these bylaws.

(ii) Manner of Casting Votes. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.

(iii) Voting. Each institutional member entitled to vote shall be entitled to cast two (2) votes on each matter submitted to a vote of the members. Each individual member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

(iv) Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

(h) Waiver of Notice or Consent by Absent Members.

(i) Written Waiver or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in subpart (d)(ii) of this Section, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(ii) Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 7. ACTION BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 8. ACTION BY WRITTEN BALLOT WITHOUT A MEETING. Any action that may be taken at any meeting of members may be taken without a meeting by complying with this Section of these bylaws.

(a) Solicitation of Written Ballots. The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by subpart (d)(iii) of this Section. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; 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; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the corporation. If the corporation has 100 or more members, any written ballot distributed to ten or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

(b) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) Revocation. A written ballot may not be revoked.

(d) Filing. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least three (3) years.

Section 9. RECORD DATE DETERMINED BY BOARD. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the board may, in advance, fix a record date. The record date so fixed

(a) for notice of a meeting shall not be more than 90 nor less than 10 days before the date of the meeting;

(b) for voting at a meeting shall not be more than 60 days before the date of the meeting;

(c) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and

(d) for any other action shall not be more than 60 days before that action.

Section 10. RECORD DATE NOT DETERMINED BY BOARD.

(a) Record Date for Notice or Voting. If not otherwise fixed by the board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the first business day preceding the day on which notice is given or, if notice is waived, the first business day preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held.

(b) Record Date for Action by Written Ballot. If not otherwise fixed by the board, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(c) Record Date for Other Actions. If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

Section 11. MEMBERS OF RECORD. For purposes of Sections 9 and 10 of this Article V, a person holding a membership at the close of business on the record date shall be a member of record.

Section 12. PROXIES.

(a) Right of Members to Proxies. Each 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. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact.

(b) Form of Solicited Proxies. If the corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

(c) Requirement That General Nature of Subject Proxy Be Stated. Any proxy covering matters for which a vote of the members is required, including amendments of the articles of incorporation or bylaws changing proxy rights; certain other amendments of the articles of incorporation; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

(d) Revocability of Proxy. A validly executed proxy shall continue in full force and effect until (a) revoked by the member executing it, before the vote is cast under that proxy, (i) by a writing delivered to the corporation stating that the proxy is revoked, or (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by that member's personal attendance and voting at the meeting; or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

Section 13. ELECTION OF DIRECTORS.

(a) Nominations of Directors by Committee. The chairman of the board, or the president if there is no chairman, shall appoint a committee to select qualified candidates for election to the board at least 45 days before the date of any election of directors. This nominating committee shall make its report at least 30 days before the date of the election, or at such other time as the board of directors may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee under this section.

(b) Nominations by Members. If the corporation has 500 or more, but fewer than 5000, members, members representing 2 percent of the voting power may nominate candidates for directors by a petition, signed by those members within 11 months preceding the next time directors are to be elected, and delivered to an officer of the corporation. 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 along with the names of those candidates named by the nominating committee.

(c) Nominations by Members. If the corporation has 5000 or more members, than the provisions of the California Corporations Code regarding the nominations of directors by members for such organizations shall apply.

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

(e) Solicitation of Votes. The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

(f) Use of Corporate Funds to Support Nominee. Without board authorization, no corporate funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.

ARTICLE VI
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 or these bylaws, 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. Each director shall have one vote as to each matter before 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; and 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.

(iii) Adopt, make, and use a corporate seal; and alter the form of the seal.

(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 OF DIRECTORS. The number of directors of the corporation shall be not less than one (1) nor more than fifteen (15). The exact number of directors shall be authorized by the board of Directors from time to time within the limits specified above. The range of directors may be changed, or a definite number fixed without provision for a range, by an amendment to this bylaw duly adopted by the members.

Section 3. QUALIFICATIONS OF DIRECTORS. The board of directors shall consist of persons who shall be elected at the annual meeting of the directors or at any adjournment thereof. Not more than forty-nine percent of the persons serving as directors may be "interested persons" as that term is defined in Section 5227(b) of the California Nonprofit Corporation Law. The persons qualified to serve as directors shall be persons dedicated to the purposes of this corporation. Directors need not be residents of the State of California.

Section 4. ELECTION AND TERM OF OFFICE. All directors shall be elected by vote of the members at each annual meeting of the members for a term of one year. If any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose or by written ballot. All directors shall hold office until their respective successors are elected.

Section 5. VACANCIES. Except for a vacancy created by the removal of a director by the members, vacancies on the board of directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected and qualified. The members may fill any vacancy or vacancies not filled by the directors.

A vacancy or vacancies on the board of directors shall be deemed to exist in case of the death, resignation or removal of any director; the declaration of a vacancy of any director who has been declared of unsound mind by a final order of court, who has been convicted of a felony or who has been found by a final order of judgment of any court to have breached any duty imposed under the California Nonprofit Corporation Law; the vote of the members to remove any director(s); any increase in the authorized number of directors; or failure of the members, at any meeting of members at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 6. RESIGNATIONS. Except upon notice to the Attorney General of the State of California, no director may resign where the corporation would then be left without a duly elected director or directors in charge of its affairs. Otherwise, any director may resign on giving written notice to the chairman of the board, if any, the president, the secretary or the remaining directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

If the board of directors accepts the resignation of a director tendered to take effect at a future time, the board shall have power to elect a successor to take office when the resignation is to become effective.

Section 7. PLACE OF MEETINGS. Regular meetings of the board of directors shall be held at any place within or without the State which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation regular meetings shall be held at the principal office of the corporation. Special meetings of the board may be held at either a place so designated or at the principal office.

Any meeting may be held by conference telephone or similar communication equipment so long as all directors participating in the meeting can hear one another; all such directors shall be deemed to be present in person at such meeting.

Section 8. ANNUAL MEETING. Immediately after each annual meeting of members, the board shall hold a regular meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

Section 9. OTHER REGULAR MEETINGS. Other regular meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Section 10. SPECIAL MEETINGS.

(a) Authority To Call. Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president, any vice president, the secretary or any two directors.

(b) Notice.

(i) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(ii) Time Requirements. Notice sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

Section 11. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given to absent directors unless the meeting is adjourned for more than 24 hours.

Section 12. ENTRY OF NOTICE. Whenever any director has been absent from any meeting of the board of directors, an entry in the minutes to the effect that notice has been duly given shall be *prima facie* evidence that due notice of such meeting was given to such director as required by law and by the bylaws of the corporation.

Section 13. 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 they had occurred at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. QUORUM. A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. 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, unless a greater number be required by law or by the articles of incorporation. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by a majority of the required quorum for that meeting.

Section 15. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to meet again at a stated day and hour.

Section 16. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the board of directors under any provision of the California Nonprofit Corporation Law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 17. 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 to be just and reasonable.

ARTICLE VII
COMMITTEES

Section 1. COMMITTEE OF DIRECTORS. The board of directors may, by resolution adopted by a majority of the number of directors then in office, designate one or more committees (including any executive committee), each consisting of two or more directors, to serve at the pleasure of the board. The board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Members and alternate members of committees shall be designated by the vote of a majority of the number of directors then in office. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except with respect to:

a. the filling of vacancies on the board of directors or in any committee which has the authority of the board;

b. the fixing of compensation of the directors for serving on the board or on any committee;

c. the amendment or repeal of bylaws or the adoption of new bylaws;

d. the amendment or repeal of any resolution of the board of directors which by its express terms is not so amendable or repealable;

e. the appointment of any other committees of the board of directors or the members of these committees;

f. the expenditure of corporate funds to support a nominee for director after there are more persons nominated for director than can be elected;

g. with respect to any assets held in a charitable trust, the approval of any self-dealing transaction, except as provided in California Corporations Code §5233(d)(3); and

h. the taking of any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of these bylaws relating to meetings and actions of the board of directors, with such changes therein as are necessary to substitute the committee and its members for the board of directors and its members, except that (i) the time of annual meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee; (ii) special meetings of committees may also be called by resolution of the board of directors; and (iii) notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE VIII
OFFICERS

Section 1. ELECTION AND APPOINTMENT. The officers of the corporation shall be a chairman of the board or a president or both, a secretary and a chief financial officer which shall be elected by the board of directors at its annual meeting. One person may hold two or more offices, except that neither the secretary nor the chief financial officer may serve concurrently as the president or the chairman of the board. Each officer shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 2. SUBORDINATE OFFICERS, ETC. The board of directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the board of directors may from time to time determine.

Section 3. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any meeting of the board, and any subordinate officer appointed pursuant to the foregoing Section 2 may be removed, either with or without cause, by any officer upon whom such power of removal may be conferred by the board of directors.

Any officer may resign at any time by giving written notice to the board of directors or to the president, or to the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

Section 5. CHAIRMAN OF THE BOARD. The chairman of the board, if the corporation shall have such an officer, shall, if present, preside at meetings of the board of directors and exercise and perform such other powers and duties as may be assigned to him from time to time by the board of directors or prescribed by these bylaws. If there is no president or if so provided in the articles of incorporation, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 6 of this Article VIII.

Section 6. PRESIDENT. Subject to the control of the board of directors and to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, if the corporation shall have such an officer, the president shall be the general manager and chief executive officer of the corporation. The president shall preside at all members' meetings. The president shall preside at all meetings of the board of directors in the absence of the chairman of the board, if any. In the absence or other disability of the chief financial officer, the president shall perform all the duties pertaining to the office of the chief financial officer. The president shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors or by these bylaws.

Section 7. VICE PRESIDENT. The vice president(s), if any, shall perform the duties of the president in the latter's absence or disability. In the event of the death, resignation or permanent disability of the president, the vice president(s) shall succeed to the office of the president and hold such office for the unexpired term of such deceased, resigned, or disabled president. In the event of doubt or dispute, the board of directors shall have the power to determine by majority vote whether or not the president is permanently disabled from the performance of his duties. The vice president(s) shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors or by these bylaws. If there is more than one vice president, then they shall work together to carry out the intent of this Section.

Section 8. CHIEF FINANCIAL OFFICER. The chief financial officer shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the corporation, shall aid and assist the secretary and president of the corporation, shall be responsible for the annual report of the corporation, if any, and shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors or by these bylaws.

Section 9. SECRETARY. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at board and committee meetings, and the number of members present or represented at members' meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

The secretary may delegate one or more of his or her duties to such person or persons as he or she may select, subject to approval by the board of directors.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. RIGHT OF INDEMNITY. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. APPROVAL OF INDEMNITY. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. ADVANCEMENT OF EXPENSES To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under the applicable provisions of these bylaws in defending any proceeding covered by those provisions shall be advanced by the corporation before the final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. INSURANCE. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

ARTICLE XI
MISCELLANEOUS

Section 1. CONTRACTS, BONDS AND NEGOTIABLE INSTRUMENTS. Except as may be otherwise expressly provided in these bylaws, no bond, mortgage, deed or other written instrument usually under seal, made by any person or persons on behalf of the corporation or in its name, shall be binding upon it unless the same, in each instance, shall have been made under authority of the board of directors or the members, as appropriate, or shall have been made pursuant to power especially delegated by the board.

Section 2. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The president, and, subject to the approval of the president, the secretary, of this corporation are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to such officers to vote or represent on behalf of this corporation any and all shares held by this corporation may be exercised either by such officers in person or by any person authorized so to do by proxy or by power of attorney duly executed by such officers.

Section 3. FISCAL YEAR. The fiscal year of the corporation shall be such as shall be determined, from time to time, by resolution of the board of directors.

Section 4. RECORDS AND REPORTS.

(a) Maintenance of Corporate Records. The corporation shall keep:

(1) Adequate and correct books and records of account;

(2) Written minutes of the proceedings of its members, board, and committees of the board; and

(3) A record of each member's name, address, and class of membership.

(b) Members' Inspection Rights.

(1) Membership Records. Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided

below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

a. Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

b. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been complied, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

(2) Accounting Records and Minutes. On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

(c) Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office, or if its principal office is not in the State of California, at its principal business office in this State, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside California and the corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to date.

(d) Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

(e) Annual Report. The board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

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

(2) The principal changes in assets and liabilities, including trust funds.

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.

(4) The expenses or disbursements of the corporation for both general and restricted purposes.

(5) Any information required elsewhere by these bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than $25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

(f) Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member and furnish to each director's statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

(1) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than $50,000. For this purpose, an "interested person" is either of the following:

(a) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(b) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner only the interest of the partnership need be stated.

(2) Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or director of the corporation under the applicable provisions of these bylaws, unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

ARTICLE XII
AMENDMENTS

Section 1. AMENDMENT BY BOARD.

(a) Membership Rights Limitation. Subject to the rights of members under Section 2 of this Article XII and the limitations set forth below, the board may adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. The board may not extend the term of a director beyond that for which the director was elected.

(b) Changes to Number of Directors. Once members have been admitted to the corporation, the board may not, without the approval of the members, specify or change any bylaw provision that would:

a. Fix or change the authorized number of directors,

b. Fix or change the minimum or maximum number of directors, or

c. Change from a fixed number of directors to a variable number of directors or vice versa.

(c) Members' Approval Required. Without the approval of the members, the board may not adopt, amend, or repeal any bylaws that would:

a. Increase or extend the terms of directors;

b. Allow any director to hold office by designation or selection rather than by election by the members;

c. Increase the quorum for members' meetings;

d. Repeal, restrict, create, expand, or otherwise change proxy rights; or

e. Authorize cumulative voting.

Section 2. AMENDMENT BY MEMBERS. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members, provided, however, that if the corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different than the action affects another class, must be approved by the members of that adversely affected class. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

Section 3. RECORD OF AMENDMENTS. Whenever an amendment or new bylaw is adopted it shall be inserted in the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date of the meeting at which the repeal was enacted or the date the written consent was effective shall be stated in the original bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected temporary secretary of Museum Educators of Southern California, a California Nonprofit Public Benefit Corporation; and

2. That the foregoing bylaws constitute the bylaws of said corporation as duly adopted on June 17, 1988, by the written consent of all of the directors of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 17th day of June, 1988.

Mary Worthington