

FOURTH AMENDED AND RESTATED

BYLAWS

OF

SEMPRA EMPLOYEE GIVING NETWORK

(FKA ENERGY FOR OTHERS)

A California Nonprofit Public Benefit Corporation

(Amended as of July 21, 2010)

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BYLAWS
OF
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(FKA ENERGY FOR OTHERS)
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I.
NAME, OFFICES AND PURPOSES**

Section 1.1 Name.

The name of this corporation is **Sempra Employee Giving Network**.

Section 1.2 Principal Office.

The principal office of the corporation shall be fixed and located within or without the State of California, at such place as the National Board of Directors (the “National Board”) shall from time to time determine. (See Article III below for a description of the National Board). The National Board has full power and authority to change the principal office from one location to another.

Section 1.3 Other Offices.

Other offices may be established at any time by the National Board at any place or places where the corporation is qualified to conduct its activities.

Section 1.4 Purposes.

The corporation is a nonprofit public benefit corporation under the California Nonprofit Corporation Law (the “Law”), and is not organized for the private gain of any person. The property and assets of the corporation are irrevocably and exclusively dedicated to charitable purposes which meet the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Sections 23701 and 214 of the California Revenue and Taxation Code. The corporation shall not discriminate on the basis of race, color, national origin, religion, or any other characteristic protected under applicable federal, state, or local law.

**ARTICLE II.
MEMBERSHIP**

Section 2.1 Statutory Member.

Sempra Energy, a California corporation, shall be the sole statutory member of the corporation (“Statutory Member”), within the meaning of Section 5056 of the Law. The Statutory Member shall have the rights, powers, and duties expressly conferred on it in these Bylaws.

Section 2.2 Contributing Members and Associate Members.

(a) Individuals who meet the qualifications set forth in Section 2.3 below shall be the contributing members of the corporation ("Contributing Members"). Contributing Members shall have the right to vote for members of the Local Board of Advisors to which they are assigned by the National Board (see Article VII, below), and shall have no other rights or powers with respect to the corporation.

(b) Individuals who meet the qualifications set forth in Section 2.4 below shall be the associate members of the corporation ("Associate Members"). Associate Members shall have no voting right, or other rights or powers with respect to the corporation.

Section 2.3 Contributing Members - Qualification.

(a) Status as a Contributing Member is open to any individual who is on the active payroll of Sempra Energy, its subsidiaries, and its affiliates ("Employees").

(b) Employees may apply to become Contributing Members by executing and submitting a membership application or pledge card to the National Board along with any other required documents, by submitting an online application through the corporation's website or any other means established by the National Board. The National Board may accept or reject an application in its sole discretion. The National Board shall assign each Contributing Member to a Local Board. (See Article VII, below, for a description of Local Boards.)

(c) Contributing Members shall have the right to vote on the election of members of the Local Board to which they are assigned by the National Board.

(d) Contributing Members shall make contributions to the corporation by payroll deductions or by cash payments. The Local Board may, from time to time, set minimums for pledge and/or cash donations under guidelines set by the National Board. The Local Board may also, under National Board guidelines, accept contributions of stock, personal and/or real property, and in-kind services, and shall provide an opportunity for special donee designations.

(e) Specific terms of membership for Contributing Members are as follows:

(i) Payroll deductions, as a percentage of wages, will be automatically adjusted according to hourly or salary rates paid, based on straight time pay.

(ii) A Contributing Member may withdraw from membership upon thirty (30) days written notice to the National Board or any other means established by the National Board. No refunds of previous contributions shall be made to withdrawing Contributing Members.

(iii) A Contributing Member may change the amount of contributions pledged at any time through the corporation's website, phone service, or any other means established by approval of the Directors.

Section 2.4 Associate Members - Qualification.

(a) At the discretion of the National Board, status as Associate Members shall be made available to all retired Employees of Sempra Energy, its subsidiaries, or its affiliates.

(b) Associate Members shall have no voting rights. No Associate Member shall be a Contributing Member or have any rights or powers with respect to the corporation.

(c) Retired Employees may apply to become Associate Members of this corporation by executing and submitting an application to the National Board along with pledge cards and other required documents. The National Board may accept or reject an application in its sole discretion. The National Board shall assign each Associate Member to a Local Board.

(d) Associate Members may withdraw from membership upon thirty (30) days written notice to the National Board or any other means established by the National Board. No refunds of previous contributions will be made to withdrawing Associate Members.

(e) Status as an Associate Member ceases automatically upon the failure of the Associate Member to make required contributions.

Section 2.5 Termination of Contributing Member.

Status as a Contributing Member shall terminate upon any of the following events:

(a) Termination as an Employee, including by retirement, disability, or death.

(b) Resignation of the Contributing Member in writing to the National Board, upon thirty (30) days notice.

(c) Cancellation by the Contributing Member of payroll deduction pledges to the corporation, and/or reduction of payroll deduction pledges to an amount less than the minimum requirements as set forth by the Local Board.

(d) Expulsion or suspension based on the determination of the National Board that the Contributing Member engaged in conduct prejudicial to the interests of the corporation.

Section 2.6 Termination of Associate Member.

Status as an Associate Member shall terminate upon any of the following events:

(a) Resignation of the Associate Member submitted in writing to the National Board, upon thirty (30) days notice.

(b) Failure of the Associate Member to make contributions as pledged by the Associate Member in a minimum amount as may be set forth by the Local Board.

(c) Expulsion or suspension based on the determination of the National Board that the Associate Member has engaged in conduct prejudicial to the interests of the corporation.

- (d) Death of the Associate Member.

Section 2.7 Procedure for Expulsion or Suspension.

If grounds appear to exist for expulsion or suspension of a Contributing Member or an Associate Member under this Article II, the procedure set forth below shall be followed:

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

(b) The person shall be given an opportunity to be heard by a duly appointed representative of the National Board, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension.

(c) The National Board or representative shall decide whether or not the person should be expelled or suspended, or sanctioned by the corporation in some other way. The decision of the National Board or representative shall be final.

Section 2.8 Transfer of Membership.

The status of a person as a Contributing Member or an Associate Member, and any powers or rights arising therefrom, may not be transferred.

**ARTICLE III.
NATIONAL BOARD**

Section 3.1 National Board of Directors – Powers and Responsibilities.

Subject to the limitations in the corporation's Articles of Incorporation ("Articles"), these Bylaws, or the Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the National Board of directors. The National Board may delegate the management of the activities of the corporation to any person or persons, management company, committee or committees however composed, or the Local Boards, *provided that* the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the National Board. (Members of the National Board shall be referred to as "Directors".)

Section 3.2 Nominations and Terms of Directors.

The National Board shall consist of individual Directors, who shall be appointed and elected as follows:

(a) One Director shall be designated by the Statutory Member, acting through its President, Chief Executive Officer or any Vice President, as it determines. This Director shall serve at the pleasure of the Statutory Member.

(b) There shall be four (4) At-Large directors. The At-Large Directors shall be appointed by the Statutory Member and shall serve on a volunteer basis. These Directors shall serve at the pleasure of the Statutory Member.

(c) Other Directors shall be elected by the Local Boards. Each Local Board shall be entitled to elect at least one (1) Director. A Local Board may be entitled to elect a second Director depending on the number of Contributing Members that are assigned to such Local Board, in accordance with the following method: The number of "Excess Director Slots" equals (i) the maximum number of authorized Directors under Section 3.5 below, minus (ii) the number of At-Large Directors minus (iii) the number of Local Boards plus one (1). The Excess Director Slots shall be allocated to the Local Boards with the largest number of assigned Contributing Members. *For example*, if the number of Directors is eleven (11) and the number of At-Large Directors is four (4), and the number of Local Boards is four (4), then, the number of Excess Director Slots initially is three (3) $[11 - (4) - (4 + 1) = 11 - 9 = 2]$. In this example, the two (2) largest Local Boards by assigned Contributing Members would be entitled to elect two (2) directors, and the other Local Boards would be entitled to elect one (1) Director.

Section 3.3 Solicitation of Local Board Votes.

(a) Each Local Board shall formulate procedures that allow a reasonable opportunity for a nominee for Director to communicate to members of the Local Board to which the nominee is assigned his or her qualifications and the reasons for his or her candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for the Local Board members to choose among the nominees.

(b) No funds of the corporation may be used to support the candidacy of a Local Board nominee for Director.

Section 3.4 Specific Powers and Duties of the National Board.

Without prejudice to the general powers set forth in Section 3.1 above, it is hereby expressly declared that the National Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all officers (which officers shall serve on a volunteer basis), agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with the Law, the Articles, or these Bylaws, fix their compensation, and require from them such security, if any, for faithful service as the National Board may deem appropriate.

(b) To conduct, manage, and control the affairs and activities of the corporation, and to make such rules and regulations therefore not inconsistent with the Law, the Articles, or these Bylaws, as they may deem appropriate, for the guidance of the officers of the corporation.

(c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate; and to prescribe the forms of membership certificates.

(d) To change the principal office of the corporation in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country where necessary to carry out the charitable purposes of the corporation; and designate any place within or outside the State of California for holding of any meetings.

(e) To establish, combine, and dissolve Local Boards, and to promulgate guidelines for the operations of the Local Boards and the powers to be exercised by them.

(f) To conduct a periodic audit of the books and records of the corporation.

(g) To provide the corporate oversight for the operations and functions of the corporation necessary to ensure that the needs and goals of the Contributing Members and the Associate Members are satisfied.

(h) To ensure that the donations received by the corporation from Contributing Members and Associate Members are appropriately administered by the Local Boards, consistent with the Articles, these Bylaws, and local law considerations.

(i) To formulate policies as are necessary to address changes in laws, regulations, or practices in order to maintain the tax-exempt status of the corporation, and to support the tax deductibility of donations by Contributing Members and Associate Members.

(j) To formulate policies as are necessary to ensure a reasonably consistent application in the manner in which funds donated by Contributing Members and Associate Members are distributed for charitable purposes at the direction of the Local Boards.

(k) To coordinate the financial administration of the corporation, including the disposition and tracking of donated funds as designated by Employees and the Local Boards. Such coordination shall include, but not be limited to, the following:

(i) Safeguarding the donations of Contributing Members and Associate Members by depositing donations in a federally insured bank, savings institution, or credit union.

(ii) Ensuring that donated funds are distributed as designated by the Local Boards.

(iii) Coordinating the drafting, printing, and distributing of an annual report of Local Board operations to the Contributing Members and Associate Members.

(l) To consult with the Statutory Member and other persons in order to recommend to the Local Boards charitable opportunities which would provide national recognition to both the corporation and the Employees.

(m) To receive and review copies of each Local Board's annual report to its local Contributing Members.

(n) To coordinate the development and preparation of promotional materials to be used for Employee pledge drives.

(o) To make appropriate arrangements to accommodate Employees who desire to participate in the activities and charitable purposes of the corporation but are not affiliated with an existing Local Board.

(p) To encourage and assist in the formation of Local Boards as the business activities of the Statutory Member expand.

(q) To certify the election of the members of each Local Board, and of the Directors of the National Board.

(r) To approve charitable funding proposals of Local Boards.

Section 3.5 Number of National Board Directors.

The authorized number of Directors of the Corporation shall be not less than five (5) or more than thirteen (13) until changed by amendment of these Bylaws. The current number of Directors shall be thirteen (13). Each Director shall be appointed to represent either the Statutory Member, a Local Board, or be designated as an "At-Large" Director. Each Director shall serve until his or her successor is appointed or elected, as the case may be.

Section 3.6 Election of Directors.

(a) Directors shall be appointed and elected as set forth in Section 3.2 above. In the event a vacancy arises in the office of a Director, a new Director shall be appointed or elected, as the case may be, in the same manner as applied to the vacating Director.

(b) Each elected Director shall take office upon election and shall hold office until a successor has been elected and qualified.

(c) With the exception of the initial Directors, in order to be eligible for election as a Director, a person must be (i) an Employee for at least one (1) year prior to his or her election, provided, however, that the National Board may waive this requirement, in its discretion, and (ii) must be at least eighteen (18) years of age.

Section 3.7 Interested Persons.

Not more than forty-nine percent (49%) of the persons serving as Directors on the National Board at any time may be "interested persons." For purposes of this Section 3.7, an interested person is:

(a) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation or reimbursement paid to a National Director as such; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person listed in Subsection (a) above.

Any violation of the provisions of this Section 3.7 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.8 Removal of a Director.

The National Board may remove any Director at any time, for behavior detrimental to the corporation, determined as such in the sole discretion of the National Board.

Section 3.9 Resignation of a Director.

Subject to Section 5226 of the Law, any Director may resign effective upon giving written notice to the Chairman of the National Board, the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in the resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Section 3.10 Failure to Attend National Board Meetings.

The National Board may, in its discretion, remove any Director who fails to attend three (3) consecutive National Board meetings without an excuse acceptable to the majority of the National Board present and voting.

**ARTICLE IV.
MEETINGS OF THE NATIONAL BOARD**

Section 4.1 Place of Meeting.

Meetings of the National Board shall be held at any place within or without the State of California, which has been designated from time to time by a resolution of the National Board. In the absence of such resolution, regular meetings shall be held at the principal office of the corporation.

Section 4.2 Annual Meeting.

An annual meeting of the National Board shall be held each year at a time and place to be determined by the National Board. At such annual meeting, the National Board shall select the officers of the corporation and shall conduct such other business as is appropriate. Notice of the annual meeting shall not be required unless the place of the meeting is by resolution of the National Board set for another place other than the principal office of the corporation.

Section 4.3 Special Meetings.

Special meetings of the National Board for any purpose or purposes may be scheduled or called at any time by the Chairman of the National Board, the President, any Vice President, the Secretary or any two (2) Directors.

Section 4.4 Notice of Special Meetings.

Notice of the time and place of special meetings (defined as any National Board meetings other than the annual meeting) shall be given to each Director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage paid; (iii) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; (iv) by facsimile, or (v) by electronic mail. All such notices shall be given or sent to the Director's address, telephone number, facsimile number, or email address as shown on the records of the corporation, or as may have been given to the corporation by the Director for the purposes of notice. The notice shall specify the time and place of the meeting. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, by telephone, by facsimile, or by email shall be given at least forty-eight (48) hours before the time set for the meeting.

Section 4.5 Meetings by Conference Telephone.

Directors may participate in any meeting, whether annual or special, through the use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. All Directors participating in a meeting pursuant to this Section 4.5 shall be deemed to be present in person at any such meeting.

Section 4.6 Waiver of Notice.

The transactions of any meeting of the National Board, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present; and (ii) 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 thereof. 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 4.7 Quorum.

A majority of the current authorized number of Directors (excluding vacancies and Directors with a conflict of interest) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.9. 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 National Board, unless a greater number be required by Law or by the Articles, except as provided in the next sentence. A meeting at 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 such meeting.

Section 4.8 Adjournment.

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

Section 4.9 Notice of Adjournment.

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal 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 4.10 Action without Meeting by Written Consent.

Any action required or permitted to be taken by the National Board may be taken without a meeting, if all members of the National 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 National Board. Such written consent or consents shall be filed with the minutes of the proceedings of the National Board. For purposes of this Section 4.10 only, "all members of the National Board" shall not include any "interested director" as defined in Section 5233 of the Law.

Section 4.11 Rights of Inspection.

Each 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.

ARTICLE V. NATIONAL BOARD COMMITTEES

Section 5.1 Establishment of National Board Committees.

The National Board may establish standing committees and special committees ("National Board Committees") by resolution of the National Board in accordance with these Bylaws.

Section 5.2 Executive Committee.

(a) The National Board may, by resolution adopted by a majority of the number of Directors then in office, establish an executive committee (the "Executive Committee") consisting of such number of Directors as may be determined by the National Board which, except when the National Board is in session, and except as its powers may be otherwise limited

by the National Board, shall have and may exercise the powers of the National Board in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it.

(b) Subject to the ultimate authority of the National Board, the Executive Committee shall have the power of general supervision, management, and control of the business of the corporation and over its several officers.

(c) Appointments to the Executive Committee shall be by a majority vote of the Directors then in office. A majority of all the members of the Executive Committee may determine its rules of procedure unless the National Board shall otherwise provide. The National Board shall have the power to change the members of the Executive Committee at any time, either with or without cause and to fill vacancies; *provided that* all appointments to the Executive Committee shall be by majority vote of the Directors then in office. The compensation if any, of each member of the Executive Committee shall be as prescribed from time to time by the National Board.

(d) Any action, which under the provisions of the Law may be taken at a meeting of the Executive Committee, may be taken without a meeting if authorized by a writing signed by all members of the Executive Committee who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the corporation.

Section 5.3 Composition of National Board Committees.

Standing committees (other than the Executive Committee) shall not be limited to Directors, but shall include at least two (2) Directors. Special committees shall not be limited to Directors but may, by resolution of the National Board, include any number of persons the majority of whom need not be Directors. The National Board or the National Board Committee may select other persons, whether or not Directors, to attend meetings of the committee and to participate in the discussion and activities of the committee; *provided, however*, that such additional persons attending the committee meeting shall not be entitled to vote and shall attend only at the discretion of the committee. The President and the Chairman of the National Board, if any, shall be ex-officio nonvoting members of each National Board Committee.

Section 5.4 Standing or Special Committees.

(a) In the event that the National Board determines that the management of the corporation would be benefited by the establishment of one or more standing or special committees in addition to the Executive Committee, the National Board may from time to time establish one or more such committees.

(b) The establishment of a standing or special committee shall be effected by a resolution of the National Board approved by the vote of the majority of the Directors then in office, which specifically sets forth the powers and duties delegated to such committee. Each such committee shall consist of two or more Directors and shall be presided over by a Director selected by the National Board.

(c) The term “standing committee” or “special committee” shall mean any committee appointed by the National Board which is authorized by specific delegation, without further National Board action, to make and implement decisions on behalf of the National Board, or to implement, with some degree of discretion, decisions of the National Board pursuant to guidelines established by the National Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chairman of each such standing or special committee, and meetings of standing or special committees may be called by the National Board or the chairman of the standing or special committee.

(d) Standing committees may include, but are not limited to, the following:

(i) Membership Committee, which shall promote membership in the corporation and process membership applications, investigate and confirm eligibility, and present applications to the National Board for action. The committee shall also assist the Secretary in maintaining a current membership roll as well as a historical membership roll, to the extent feasible.

(ii) Finance Committee, which shall, with the Treasurer as chairman, submit a proposed balanced budget for the ensuing year at the January meeting of the National Board, as well as study suitable methods for the maintaining the strong financial foundation of the corporation.

(iii) Program/Events Committee, which shall plan and oversee the corporation’s activities and events while complying with the Articles and its mission statement.

Section 5.5 Administrative Matters.

(a) No committee of the National Board, including the Executive Committee, shall have any of the authority of the National Board with respect to:

(i) Taking any final action on matters which, under the Law, requires National Board approval or the approval of the Statutory Member;

(ii) The filling of vacancies on the National Board or on any committee which has the authority of the National Board;

(iii) The fixing of compensation of the Directors for serving on the National Board or on any committee which has the authority of the Board;

(iv) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(v) The amendment or repeal of any resolution of the National Board which by its express terms is not so amendable or repealable;

(vi) The appointment of other committees of the National Board or the members thereof if such committee will have the authority of the National Board;

(vii) The approval of any self-dealing transaction, except that when it is not reasonably practicable to obtain approval of the National Board prior to entering into such a transaction, a committee authorized by the National Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d)(2)(D) of the Law subject to ratification by a majority of the Directors then in office (without counting the vote of any interested Director) at the next meeting of the National Board.

(b) The National Board may authorize any special committee to provide such advice and recommendation as the National Board shall require, but no special committee shall have the power to manage or direct the affairs of the corporation, or to act as an agent of the corporation.

Section 5.6 Meetings and Actions of Committees.

(a) Meetings and actions of National Board Committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings of the National Board with such changes in the content of these Bylaws as are necessary to substitute the National Board Committee and its members for the National Board and its Directors, except that the time for regular meetings of National Board Committees may be determined either by resolution of the National Board or by resolution of the committee. Special meetings of National Board Committees may also be called by resolution of the National Board. Notice of special meetings of National Board Committees shall also be given to any and all alternate members, who shall have the right to attend such committee meetings, subject to the discretion of the committee. Minutes shall be kept of meetings of National Board Committees and shall be filed with the corporate records. The National Board may adopt rules for the governing of any National Board Committee not inconsistent with the provisions of these Bylaws.

(b) Each National Board Committee may establish such subcommittees, as it desires, the members of which need not be members of the National Board. The recommendations of such a subcommittee shall become the actions of the National Board Committee upon adoption of such recommendations by the committee.

(c) Each National Board Committee may determine that a meeting of the committee shall be limited to members of the committee, but only in the event that a matter to be discussed by the committee concerns a labor or personnel issue, a contract negotiation, or litigation. When the National Board Committee or the National Board is discussing a contract negotiation or litigation in which any Director may have a direct or indirect interest, such Director and persons who are partners, shareholders, or employees of the Director may not participate in the discussion or vote on such matter.

Section 5.7 Fees and Compensation.

(a) Directors and members of committees or commissions may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the National Board.

(b) Notwithstanding the foregoing, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; *provided, however*, that the corporation may advance money to a Director or officer of the corporation for expenses

reasonably anticipated to be incurred in the performance of the duties of such officer or Director, provided that in the absence of any such advance, such Director or officer would be entitled to be reimbursed for such expenses by the corporation. Subject to the provisions of Section 3.7, nothing contained in these Bylaws shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefore.

(c) The provisions of Subparagraph (b) of this Section 5.7 do not apply to the payment of premiums in whole or in part by a corporation on a life insurance policy on the life of a Director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

(d) The provisions of Subparagraph (b) of this Section 5.7 do not apply to a loan of money to, or for the benefit of, an officer in circumstances where the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in the state.

ARTICLE VI. OFFICERS OF THE CORPORATION

Section 6.1 Officers.

The officers of the corporation shall be a President, a Secretary, a Treasurer, and a Chief Financial Officer. The corporation may also have, at the discretion of the National Board, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 6.3. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board. Officers of the corporation other than those discussed in this Article VI shall have such powers and duties as conferred upon them from time to time by the National Board.

Section 6.2 Election and Term of Office.

The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 6.3 or Section 6.5, shall be chosen annually by, and shall serve at the pleasure of, the National Board, and shall hold their respective offices for one (1) year or until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 6.3 Subordinate Officers.

The National Board may elect, and may empower the President to 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 these Bylaws or as the National Board may from time to time determine.

Section 6.4 Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by the National Board at any time or, except in the case of an officer chosen by the National Board, by any officer upon whom such power of removal may be conferred by the National Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

(b) Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. 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 6.5 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, *provided that* such vacancies shall be filled as reasonably promptly after they occur and not on an annual basis.

Section 6.6 Chairman of the National Board.

The Chairman of the National Board, if there be such an officer, shall, if present, preside at all meetings of the National Board and exercise and perform such other powers and duties as may be from time to time assigned by the National Board.

Section 6.7 Vice Chairman of the National Board.

The Vice Chairman of the National Board, if there be such an officer, shall, in the absence of the Chairman of the National Board, preside at all meetings of the National Board and exercise and perform such other powers and duties as may be from time to time assigned by the National Board.

Section 6.8 President.

Subject to such powers, if any, as may be given by the National Board to the Chairman of the National Board, if there be such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the National Board, general supervision, direction and control of the business and officers of the corporation. In the absence of the Chairman of the National Board and Vice Chairman of the National Board, or if there be none, the President shall preside at all meetings of the National Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the National Board.

Section 6.9 Vice Presidents.

In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the National Board or, if not ranked, the Vice President designated by the National Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the National Board.

Section 6.10 Secretary.

(a) The Secretary shall keep or cause to be kept, at the principal office or such other place as the National Board may order, a book of minutes of all meetings of the National Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the National Board and any committees thereof required by law or by these Bylaws to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the National Board.

Section 6.11 Treasurer.

(a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any Director.

(b) The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the National Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the National Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the National Board.

Section 6.12 Chief Financial Officer.

The National Board shall designate a person, who need not be a member of the National Board, to serve as the Chief Financial Officer of the corporation. In the absence of such a designation, the Treasurer shall serve as the Chief Financial Officer of the corporation.

ARTICLE VII. LOCAL BOARDS OF ADVISORS

Section 7.1 Establishment of Local Boards.

(a) The National Board shall establish local boards of advisors ("Local Boards") geographically dispersed throughout the country to administer local or regional contribution programs and to deal with the needs of the assigned Contributing and Associate Members, and to further the charitable purposes of the corporation. (Members of a Local Board may be referred to as "Local Advisors".)

(b) Each Contributing Member and Associate Member shall be assigned to a Local Board by the National Board. The Contributing Members assigned to a Local Board shall have the power to elect the Local Advisors of such Local Board at such time and pursuant to procedures prescribed by the National Board.

(c) Each Local Board shall administer the amounts contributed to the corporation by Contributing and Associate Members assigned to such Local Board under guidelines prescribed by the National Board.

(d) The National Board may dissolve or merge Local Boards, as it sees fit.

Section 7.2 Local Board Assignment.

(a) The National Board shall assign Contributing and Associate Members to the Local Boards taking into account factors such as the Contributing Member's current work location or such Associate Member's prior work location, as the case may be, but with the best interest of the corporation as the primary consideration.

(b) Contributing or Associate Members may request to be assigned to a different Local Board, which request is subject to the discretionary approval of the National Board.

Section 7.3 Meetings of the Contributing Members.

(a) Meetings of the Contributing Members assigned to a Local Board shall be held at any place designated by the Local Board. In the absence of such designation, meetings shall be held at the principal offices of the Local Board, if any.

(b) A meeting of Contributing Members assigned to a Local Board shall be held annually at a date and time fixed by the Local Board. At such annual meeting, the Contributing Members shall elect Local Advisors.

(c) Special meetings of the Contributing Members of a Local Board may be called at any time by the Local Board or the Chairman of the Local Board, if any, or by ten (10) percent or more of the assigned Contributing Members. A special meeting called by any person (other than the Local 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 Local Board, if any, or to the Local Board. A notice shall be forwarded to the assigned

Contributing Members, stating that a meeting will be held at a specified time and date fixed by the Local Board, provided however, that the meeting date shall be at least 25 but no more than 90 days after the receipt of the request. 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.

Section 7.4 Local Board.

(a) Subject to the limitations and guidelines established by the National Board, the activities and affairs of each Local Board shall be conducted and managed by or under procedures established by that Local Board. The Local Board may delegate the management of the activities of the Local Board to any person or persons, *provided that* the activities and affairs of the Local Board shall be managed and exercised under the responsibility of the Local Board.

(b) The authorized number of Local Advisors on each Local Board shall be fixed by the National Board. The size of Local Boards may vary, and shall take into account the number of assigned Contributing and Associate Members. In setting its guidelines regarding Local Board composition, the National Board shall provide that locally active subsidiaries and affiliates of the Statutory Member are represented on the Local Board, if practicable.

(c) Local Advisors shall be elected by the assigned Contributing Members to serve for two-year terms at each annual meeting of the assigned Contributing Members, under procedural guidelines established by the National Board. Each elected Local Advisor shall take office upon selection and shall hold office until a successor has been selected and qualified. With the exception of the initial Local Advisors, in order to be eligible for appointment or election as a Local Advisor, a person must be (i) an Employee for at least one (1) year prior to his or her election, provided, however, that the National Board may waive this requirement, in its discretion, (ii) a Contributing Member, and (iii) at least eighteen (18) years of age. No Local Advisor may serve more than three (3) consecutive two-year terms.

Section 7.5 Powers of the Local Board.

Subject to the limitations and guidelines established by the National Board, each Local Board shall have the following powers:

(a) To provide administrative and financial oversight of the charitable contributions made by, and charitable activities of, the Contributing and Associate Members assigned to that Local Board balanced with the best interests of the corporation generally.

(b) To ensure that the assigned Contributing and Associate Members have a voice in the administration and application of their donated funds, and are recognized for their donations to local organizations.

(c) To direct the distribution of any undesignated funds in a manner that satisfies the underlying goals and needs of the assigned Contributing and Associate Members in order to provide appropriate recognition of their efforts.

(d) To validate the tax-exempt status of organizations which receive assistance or donations.

(e) To obtain appropriate certification of intent to use funds in a charitable manner as prescribed by the Internal Revenue Code of 1986, for non-tax exempt organizations, or to select another application.

(f) To forward recommendations for approval to the National Board. .

(g) To prepare, review, and distribute to the National Board, the assigned Contributing and Associate Members, and the Local Board, an annual report of the operations of the Local Board.

(h) To solicit and encourage new Contributions and Associate Members.

(i) To maintain a current and updated list of the assigned Contributing and Associate Members.

(j) To work with other Local Boards and the National Board in an effort to select appropriate grant, and gift service opportunities for participatory and combined funding.

(k) To cooperate with other Local Boards in order to develop events of regional interest.

Section 7.6 Removal and Resignation of Local Advisors.

(a) The National Board may remove a Local Advisor at any time with or without cause.

(b) Any Local Advisor may resign effective upon giving written notice to the Chairman of the National Board, or the Chairman, President, or Secretary of the Local Board unless such notice specifies a later time for the effectiveness of such resignation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in the resignation. If the resignation is effective at a future time, a successor may be elected by the Local Board if reasonably possible, in time to take office when the resignation becomes effective.

Section 7.7 Vacancies on a Local Board.

(a) Vacancies on a Local Board shall be filled by appointment of a new Local Advisor by a vote of the majority of the remaining Local Advisors. Each person so selected shall hold office until the expiration of the term of the replaced member and until a successor has been selected and qualified.

(b) A vacancy or vacancies on a Local Board shall be deemed to exist in the case of death, resignation, or removal of any Local Advisor, or if the Local Board by resolution declares vacant the office of a Local Advisor who has been declared of unsound mind by a final order of court or convicted of a felony, or if the authorized number of Local Advisors is increased.

(c) No reduction of the authorized number of Local Advisors shall have the effect of removing any Local Advisor prior to the expiration of that Local Advisor's term of office.

(d) The Local Board may remove and declare vacant the office of a Local Advisor who fails to attend a minimum of fifty percent (50%) of the scheduled Local Board meetings in one year.

Section 7.8 Meetings of the Local Board.

(a) Meetings of the Local Board shall be held at any place, which has been designated from time to time by a resolution of the Local Board. In the absence of such resolution, regular meetings shall be held at the principal office of the Local Board, if any.

(b) An annual meeting of the Local Board shall be held each year at a time and place to be determined by the Local Board. At such annual meeting, the Local Board shall conduct such business as is appropriate. Notice of the annual meeting shall not be required unless the place of the meeting is by resolution of the Local Board set for another place other than the principal office of the Local Board.

(c) Regular meetings of the Local Board shall be held at the times and places designated by the Local Board by written notice sent by the Chairman of the Local Board. In the absence of such designation, regular meetings shall be held at the principal office of the Local Board, if any.

(d) Special meetings of the Local Board for any purpose or purposes may be called at any time by the Chairman of the Local Board, or any two (2) Local Advisors.

(e) Notice of the time and place of special meetings shall be given to each Local Advisor by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage paid; (iii) by telephone communication, either directly to the member or to a person at the member's office who would reasonably be expected to communicate such notice promptly to the member; or (iv) by facsimile. All such notices shall be given or sent to the Local Advisor's address, telephone number or facsimile number as shown on the records of the corporation, or as may have been given to the corporation by the Local Advisor for the purposes of notice. The notice shall specify the time and place of the meeting. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, by telephone, or by facsimile shall be given at least forty-eight (48) hours before the time set for the meeting.

(f) Local Advisors may participate in any meeting, whether annual, regular or special, through the use of conference telephone or similar communications equipment, so long as all Local Advisors participating in such meeting can hear one another. All Local Advisors participating in a meeting pursuant to this Section 7.8(f) shall be deemed to be present in person at any such meeting.

(g) The transactions of any meeting of the Local Board, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present; and (ii) either before or after the meeting, each of the Local Advisors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. 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 Local Advisor who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

(h) A majority of the current authorized number of Local Advisors (excluding vacancies and members with a conflict of interest) shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the Local Advisors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Local Board, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such meeting.

(i) A majority of the Local Advisors present, whether or not constituting a quorum may adjourn any meeting to another time and place.

(j) Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Local Advisors who were not present at the time of the adjournment.

(k) Any action required or permitted to be taken by the Local Board may be taken without a meeting, if all Local Advisors, 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 Local Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Local Board. For purposes of this Section 7.7(k) only, "all Local Advisors" shall not include any "interested director" as defined in Section 5233 of the Law.

Section 7.9 Committees of a Local Board.

(a) The committees of a Local Board (the "Local Board Committees") shall be established by resolution of the Local Board in accordance with these Bylaws.

(b) In the event that the Local Board determines that the business of the Local Board would be benefited by the establishment of one or more Local Board Committees, the Local Board, may from time to time, establish one or more of such committees.

(c) Local Board Committees may include, but are not limited to, the following:

(i) Screening Committee, which shall review grant applications for amounts of \$5,000 or less and make recommendations to the Local Board for funding opportunities.

(ii) Executive Committee, which shall review grant applications for amounts in excess of \$5,000 and to make recommendations to the Local Board for funding opportunities.

(iii) Nominating Committee, which shall nominate candidates to be elected to the Local Board. The committee shall make available to the National Board a list of candidates who have agreed to stand for appointment to the Local Board.

(d) Meetings and actions of Local Board Committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws (or by written guidelines of the National Board) concerning meetings of the Local Board with such changes in the content of these Bylaws as are necessary to substitute the Local Board Committee and its members for the Local Board and its members, except that the time for regular meetings of Local Board Committees may be determined either by resolution of the Local Board or by resolution of the Local Board Committee. Special meetings of Local Board Committees may also be called by resolution of the Local Board. Notice of special meetings of Local Board Committees shall also be given to any and all alternate members, who shall have the right to attend such committee meetings, subject to the discretion of the committee. Minutes shall be kept of meetings of Local Board Committees and shall be filed with the Local Board's records. The Local Board may adopt rules for the governing of any Local Board Committee not inconsistent with the provisions of these Bylaws.

(e) Local Advisors and members of Local Board Committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the National Board.

ARTICLE VIII. OTHER PROVISIONS

Section 8.1 Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the National Board, the President or any Vice President of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the National Board, and, unless so authorized by the National Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount. No Local Advisor (unless also holding an office authorized to act in this Section 8.1) may bind the corporation or act as its agent, unless authorized in writing by the National Board.

Section 8.2 Representation of Shares of Other Corporations.

The President, or any other officer or officers authorized by the National Board or the President, are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 8.3 Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Law shall govern the construction of these Bylaws.

Section 8.4 Amendments; Major Transactions.

The Corporation's Articles of Incorporation and these Bylaws may be amended or repealed by the National Board, but only with the approval of the Statutory Member. The same joint authorization is required for major transactions involving the corporation, including mergers or dissolution.

Section 8.5 Maintenance of Certain Records.

The accounting books, records, membership lists (including each member's name, address, membership class and Local Chapter designation), minutes of proceedings of the National Board and the Executive Committee, if any, of the National Board shall be kept at such place or places designated by the National Board, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

Section 8.6 Maintenance and Inspection of Books and Articles/ Bylaws.

The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this State, the original or a copy of the Articles and Bylaws, as amended to date, as well as its financial and tax books and records.

Section 8.7 Inspection by Directors and Statutory Member.

Every Director and the Statutory Member shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Director's or Statutory Member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 8.8 Annual Report.

The National Board shall cause an annual report to be furnished to the Directors and the Statutory Member not later than one hundred twenty (120) days after the close of the corporation's fiscal year. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such accountant's report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. The annual report shall contain in appropriate detail the following:

(a) The assets and liabilities, including any 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; and

(e) Any information required by Section 8.9 of 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.

Section 8.9 Annual Statement of Certain Transactions and Indemnifications.

(a) The corporation shall furnish annually to its Directors a statement of any covered transaction or indemnifications described below, if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 8.8 above. A covered transaction under this Section 8.9 is a transaction in which the corporation was a party, and in which either of the following interested persons had a direct or indirect material financial interest (excluding a mere common directorship):

(i) Any Director or officer of the corporation.

(ii) Any holder of more than ten percent (10%) of the voting power of the corporation.

(b) The statement required by this Section 8.9 shall describe briefly:

(i) Any covered transaction (including compensation of officers and Directors) during the previous fiscal year involving more than \$50,000, or which was one of a number of covered transactions in which the same interested persons had a direct or indirect material financial interest and which transactions in the aggregate involve more than \$50,000.

(ii) The names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; *provided that* in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

(iii) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director.

ARTICLE IX. INDEMNIFICATION

Section 9.1 Indemnification.

The corporation shall, to the maximum extent permitted by the Law, indemnify each of its Directors, Local Advisors, officers, employees, and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Director, Local Advisor, officer or agent of the corporation and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 9.1, a “Director,” “Local Advisor,” “officer,” “employee” or “agent” of the corporation includes any person who is or was a Director, Local Advisor, or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or other enterprise, or was a Director, Local Advisor, or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The National Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

ARTICLE X. INSURANCE

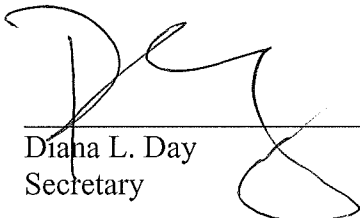
Section 10.1 Insurance.

The corporation shall have the right, but not the obligation, to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, Local Advisors, officers, and other agents, against any liability asserted against or incurred by any Director, Local Advisor, officer, or agent in such capacity or arising out of the Director’s, Local Advisor’s, officer’s, or agent’s status as such.

CERTIFICATE OF SECRETARY

The undersigned, Diana L. Day, Secretary of **SEMPRA EMPLOYEE GIVING NETWORK**, a California nonprofit public benefit corporation, hereby certifies that the attached document is a true and complete copy of the Fourth Amended and Restated Bylaws of the Corporation as in effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 21st day of July, 2010.



Diana L. Day
Secretary