

**BYLAWS**  
**OF**  
**INTERNATIONAL SOCIETY OF SERVICE INNOVATION PROFESSIONALS**

**ARTICLE 1 - OFFICES**

Section 1 Registered Office. The Corporation shall maintain a registered office within the State of California at such place as the board of directors of the Corporation (the "Board of Directors") may designate.

Section 2 Other Offices. The Corporation may maintain additional offices within or outside of the State of California at such other places as the Board of Directors may designate.

**ARTICLE II - MEMBERSHIP**

Section 1 Membership. The Corporation has no members. Subsequent membership, including all rights, requirements and privileges thereof shall be as determined by the Board of Directors from time to time, provided that no class of member shall have voting rights or other authority to control or influence the affairs of the Corporation.

**ARTICLE III - BOARD OF DIRECTORS**

Section 1 Duties and Powers. The affairs of the Corporation shall be managed by or under the direction of the Board of Directors which shall exercise all such powers of the Corporation. Directors need not be residents of the State of California.

Section 2 Number and Qualification. The number of directors of the Corporation shall be no less than three (3) and no more than seven (7), as determined by the Board of Directors from time to time. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Directors need not be residents of the State of California.

Section 3 Election and Term of Office.

a. The initial Board of Directors shall consist of those five (5) persons elected by resolution of the incorporator. At each annual meeting of the Board of Directors thereafter, the Board of Directors shall elect directors, if any, from those names submitted by the Nominating Committee. The term of each such elected director shall extend from the date of his election until the second annual meeting of the Board of Directors next succeeding his election and until his successor has been elected and qualified. Directors may be re-elected to a second consecutive two (2) year term only, and then may not be elected again until the second annual meeting after their term expires. Notwithstanding the foregoing, if the Board of Directors deems it to be in the best interests of the Corporation, a Director may be elected to unlimited successive terms by resolution of the Board of Directors authorizing such election. If a director's term expires, a successor has not been elected, and the directorship was not eliminated by a reduction in the number of directors pursuant to these Bylaws, the director shall continue to serve until the

director's successor is elected or the directorship is eliminated by reducing the number of directors pursuant to an amendment to these Bylaws.

b. Each director shall be elected by a majority of the Board of Directors present in person or represented by proxy entitled to vote in the election. Each director shall be entitled to one (1) vote for each vacancy. Cumulative voting is prohibited. If the number of candidates who receive majority votes exceeds the number of vacancies, those candidates with the most votes shall be elected.

#### Section 4 Meetings; Notice.

a. An annual meeting of the Board of Directors shall be held on such date and at such location as the Board of Directors may determine.

b. The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof. Notice of any annual or regular meeting of the Board of Directors shall not be required to be given and, if given, need not, except as otherwise required by the Articles of Incorporation or these Bylaws, specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any annual or regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken at least five (5) business days before the day on which the meeting is to be held.

c. Special meetings of the Board of Directors shall be held whenever called by the President, the Chairman or by any two (2) directors, at such time and place as may be specified in the notice thereof. Notice of any special meeting of the Board of Directors shall be given at least three (3) business days before the day on which the meeting is to be held. Such notice, unless otherwise required by the Articles of Incorporation or these Bylaws, need not specify the purpose of the special meeting.

d. Notice of meetings of the Board of Directors to the extent required to be given by these Bylaws may be given to each director at his residence or usual place of business by personal delivery, regular mail, overnight courier, telegram, cablegram, electronic mail, telephone call (including voicemail message) or facsimile.

e. Notice of any meeting of the Board of Directors shall not be required to be given to any director who shall attend such meeting, except such attendance for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

f. Whenever any notice is required to be given to a director under applicable law or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

g. Meetings of the Board of Directors may be held in or out of the State of California.

Section 5 Quorum and Adjournments. A majority of the Board of Directors shall constitute a quorum for the transaction of business; provided, however, in no event shall a quorum be less than one-third (1/3) of the number of directors fixed by Section 2 of this Article III. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 6 Manner of Acting.

a. Unless the act of a greater number is otherwise required by law, the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

b. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors sign a written consent setting forth such action, and the consent is filed with the minutes of proceedings of the Board of Directors.

c. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

Section 7 Nominations. A Nominating Committee, consisting of not less than three (3) directors, may be appointed by the Chairman of the Corporation to nominate candidates for directors to be elected at the next annual meeting of the Board of Directors for which directors shall be elected. The nominating committee shall nominate that number of candidates equal to the number of seats on the Board of Directors which will expire at such annual meeting of the Board of Directors.

Section 8 Vacancies. Any vacancy in the Board of Directors, whether occurring by reason of an increase in the number of directors or by reason of death, resignation, disqualification or removal, shall be filled for the unexpired portion of the term of such director by a majority vote of the remaining members of the Board of Directors then in office, though less than a quorum.

Section 9 Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors or the Chairman of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or the Chairman of the Corporation.

Section 10 Removal. Any one or more of the directors may be removed with or without cause at any time by the affirmative vote of a majority of the Board of Directors then in office, at a special meeting of the Board of Directors called for that purpose.

Section 11 Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties as directors of the Corporation, in amounts approved by the Board of Directors.

## ARTICLE IV- COMMITTEES

Section 1 Executive Committee and Other Standing Committees. The Board of Directors, by resolution adopted by a majority of directors in office, may appoint from among its members an Executive Committee and other standing committees, each consisting of two (2) or more directors, and delegate to these committees to the extent provided in such resolutions any of the powers of the Board of Directors; provided, however, such committees shall have no authority of the Board of Directors with respect to those acts specifically reserved to the Board of Directors by resolution of the Board of Directors, in contravention of a specific policy or resolution specifically adopted by the Board of Directors or in contravention of the California Nonprofit Public Benefit Corporation Law. Without limiting the foregoing restrictions, no committee shall have the power to (i) amend the Bylaws, (ii) elect directors, (iii) increase or decrease the size of the Board of Directors, or (iv) approve any sale of substantially all the assets of the Corporation, merger of the Corporation with or into another entity or dissolution of the Corporation.

Section 2 Special Committees. Special committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by action of the Board of Directors to perform designated duties and functions as determined by the Board of Directors. The Chairman and members of such special committees shall be appointed by the Board of Directors.

### Section 3 Committee Rules.

a. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision or action by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article III of these Bylaws.

b. Unless otherwise restricted by the Board of Directors, any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if all members of the committee sign a written consent setting forth such action, and the consent is filed with the minutes of proceedings of the committee.

c. Unless otherwise restricted by the Board of Directors, members of the committee may participate in a meeting of the committee by means of conference telephone or by any means of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

Section 4 Service of Committees. Each committee shall serve at the pleasure of the Board of Directors.

Section 5 Records. Each committee shall keep regular minutes of its meetings. Copies of the minutes of each such meeting shall be filed with the corporate records by the Secretary of the Corporation and supplied to each member of the Board of Directors.

## ARTICLE V – OFFICERS

Section 1 Officers. The Board of Directors shall elect a President, a Secretary, a Treasurer and such other officers, including without limitation a Chairman, a Vice-Chairman and one or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers, as the Board of Directors may from time to time deem advisable. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2 Term of Office; Election; Removal. Each officer shall hold office for the term extending from the date of his election until the annual meeting of the Board of Directors next succeeding his election and until his successor has been elected and qualified. Unless otherwise provided in a resolution of the Board of Directors, all officers of the Corporation shall be elected by the Board of Directors at its annual meeting. Any officer may be removed by the Board of Directors at any time if in the judgment of the Board of Directors, the best interests of the Corporation will be served thereby. Such removal will be without prejudice to such officer's contract rights, if any. The election of an officer shall not of itself create contract rights.

Section 3 Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors or to the President of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or the President of the Corporation.

Section 4 Vacancies. A vacancy in any office by reason of death, resignation, removal, or any other cause, may at any time be filled for the unexpired portion of the term of such office by the Board of Directors.

### Section 5 Powers and Duties of Officers.

a. Chairman. The Chairman shall be a member of the Board of Directors and shall preside over all meetings of the Board of Directors and the members. The Chairman shall exercise such other powers and perform such other duties as may from time to time be assigned to him by the Board of Directors or prescribed by these Bylaws.

b. Vice-Chairman. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

c. President. The President shall, subject to the direction and under the supervision of the Board of Directors, be the principal executive officer of the Corporation and shall have general charge of the business and affairs of the Corporation and shall keep the Board of Directors fully advised. He shall employ and discharge employees and agents of the Corporation, except such as shall hold their position by appointment of the Board of Directors, but he may delegate these powers to other officers as to employees under their immediate supervision. He shall have such powers and perform such duties as generally pertain to the office of President, as well as such further powers and duties as may be prescribed by the Board of Directors.

d. Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall perform 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 perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

e. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all proceedings of such meetings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, all notices in accordance with these Bylaws or as required by law, and shall perform such other duties customary to the office of Secretary and as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation and he, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

f. Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

g. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either so requests, an account of all his transactions as treasurer and of the financial condition of the Corporation. The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his duties as the Board of Directors may require.

h. Assistant Treasurer. The Assistant Treasurer, or if there be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 6 Compensation of Officers. The Corporation shall pay such compensation to officers for services rendered to the Corporation in their capacity as officers as the Board of

Directors shall determine, except that officers may be reimbursed for reasonable expenses incurred in the performance of their duties as officers of the Corporation, in amounts approved by the Board of Directors.

## ARTICLE VI - INDEMNIFICATION

Section 1 Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee, against expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to liabilities arising out of his own willful misconduct or in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense (unless he had reasonable cause to believe that his actions were lawful).

Section 2 Advances. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer or employee referred to in Section 1 who seeks indemnification under this Article VI; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article VI.

Section 3 Non-Exclusive. The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

Section 4 Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

Section 5 Severability. If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

## ARTICLE VII - MISCELLANEOUS

Section 1 Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 2 Corporate Seal. The corporate seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors. All rights to and interests in the Corporation's seal, including the power to restrict its use, shall at all times be in the Corporation.

Section 3 Checks, Notes, Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 4 Books and Records; Right of Inspection. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and committees having any authority of the Board of Directors.

Section 5 Amendments. The Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by a majority vote of the Board of Directors then in office.

Section 6 Loans to Directors and Officers Prohibited. The Corporation shall not make any loans to directors or officers.