

BY-LAWS
ARARAT HOME
OF
LOS ANGELES, INC.

A NON-PROFIT CORPORATION

INCORPORATED 1949
Amended
April 1, 2008

**BY-LAWS OF
ARARAT HOME OF LOS ANGELES, INC.
A NON-PROFIT CORPORATION**

**ARTICLE I
OFFICES**

Section 1. **PRINCIPAL OFFICE:** The principal office of Ararat Home of Los Angeles, Inc. (the Corporation) shall be located in the CITY of LOS ANGELES, COUNTY of LOS ANGELES, State of California.

**ARTICLE II
PURPOSE**

Section 1. **GENERAL PURPOSES:**

(a) The general purposes and powers of the Corporation shall be to exercise all rights and powers conferred on nonprofit public benefit organizations under the laws of the State of California exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and the corresponding provisions of California tax law and any subsequent provisions of federal tax law, and not for the private gain of any person.

(b) The Ararat Home of Los Angeles, Inc., exists to provide assisted living and nursing/convalescent care facilities primarily for the Armenian Community, regardless of their financial status, and to promote Armenian heritage and culture in America.

Section 2. **SPECIFIC PURPOSES:**

(a) To provide high quality assisted living services in a tranquil, familiar yet stimulating environment, which includes cultural events for the residents' participation and enjoyment;

(b) To provide nursing facility care for those residents who are unable to care for themselves while recognizing that the residents possess a wealth of character and much to share with each other and with the community;

(c) To provide community volunteers and professional resources effectively and prudently in fund raising, administration and direct assistance to the residents and areas of need;

(d) To provide a dignified, non-denominational chapel appropriate for religious services;

(e) To provide a major banquet hall and auxiliary facilities appropriate for gatherings in serving the Armenian-American community at large;

(f) To provide a cultural museum containing artifacts, historical documents and research library chronicling the history and culture of the Armenian people;

(g) To provide cooperation and partnership with other charitable, cultural and social organizations whose assistance is helpful toward meeting the above stated mission;

(h) To acquire, manage, and hold funds, real estate and personal property by gift, devise, bequest, or purchase.

Section 3. **Nonpartisan Activities:** 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, except as

provided in section 501(h) of the Code, 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. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE III MEMBERS

Section 1. CLASSES OF MEMBERS: This Corporation shall have four (4) classes of members. The designation of such classes and the qualifications and rights of the members of such class shall be as follows;

(a) **Founders;** Founder members are all members of the Corporation who are signatories to the Certificate of Incorporation.

(b) **Life Members;** Life members are members of the Corporation who shall have paid the life membership fee fixed by the Board of Trustees.

(c) **Active Members;** Active Members are all members of the Corporation who shall have paid annual dues fixed by the Board of Trustees.

(d) **Associate Members;** Associate members shall be individuals of such Board approved organized and established associations or societies, who wish to become members as a group to create and sustain interest in this Corporation and pay annual dues as fixed by their respective associations or societies.

Section 2. MEMBERSHIP APPLICATION: Applications for membership shall be delivered to the principal office of the Corporation on forms approved by the Board of Trustees, accompanied by the proper membership fee. Completion of an application for membership and payment of dues will be considered as an acceptance of membership and an agreement by the candidate to abide by the By-Laws and Rules of the Corporation.

Section 3. VOTING RIGHTS: Founder, Life, Active and individual Associate members who have been members of the Corporation for at least six (6) months at the time of voting shall have the exclusive right to vote. Any member who is in arrears in payment of his or her dues shall not be entitled to vote at the annual meeting or any specially called meeting.

Section 4. TERMINATION OF MEMBERSHIP: Membership in this Corporation may be terminated by the Board of Trustees:

(a) By voluntary resignation in writing, addressed to the Board of Trustees

(b) For failure to pay dues as provided in these By-Laws

(c) By a vote of three-fourths (3/4) of the Board of Trustees and referred to the next Membership meeting for final determination by majority vote. Upon written request signed by the former member and filed with the Secretary, the Board of Trustees, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership on such terms as the Board of Trustees may deem appropriate.

Section 5. TRANSFER OF MEMBERSHIP: Membership in this Corporation is not transferable or assignable.

ARTICLE IV DUES

Section 1. **ANNUAL DUES:** The Board of Trustees shall determine the annual dues payable to the Corporation by members of each class.

Section 2. The dues of all classes of members shall be due and payable beginning in the month of March of each year. Failure to make payment of dues on the date fixed by the Board of Trustees may render the individual's membership null and void at the discretion of the Board of Trustees.

ARTICLE V MEETINGS OF MEMBERS

Section 1. **ANNUAL MEETING:** An annual meeting of the members shall be held on the last Sunday of February of each year at a time to be determined by the Board of Trustees. In the event of a legal holiday, or other reasonable cause, the annual membership meeting can be postponed, but must be held before the end of March of any such year and notice sent to every member thereof, as provided by these By-Laws. At such annual meeting there shall be an election of Trustees and the transaction of such other business as may come before the meeting. Each member shall be entitled to one vote on each matter on which a vote is taken and in the election of trustees, no member shall vote for more names than the number of vacancies required to be filled.

Section 2. **SPECIAL MEETINGS:** Special meetings of the members may be called by the Board of Trustees, its Chairman, or by not less than one-tenth of the members having voting rights.

Section 3. **PLACE OF MEETING:** The Board of Trustees may designate any place, either within or without the State of California, as the place for any annual meeting or for any special meeting called by the Board of Trustees. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the Corporation in the State of California.

Section 4. **NOTICE OF MEETING:** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered to each member, not less than fifteen (15) nor more than ninety (90) days before the date of such meeting, by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. The notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid by First Class Mail.

Section 5. **QUORUM:** A quorum shall consist of not less than one hundred (100) members eligible to vote. If a quorum is not present at any meeting of the members, the presiding officer shall adjourn the meeting for two weeks without further notice and should there be no quorum at such second meeting, then notice shall be provided for a new meeting as required by Section 4 above.

ARTICLE VI BOARD OF TRUSTEES

Section 1. **GENERAL POWERS:** The affairs of the Corporation shall be managed by its Board of Trustees. Trustees must be members of the Corporation.

Section 2. **NUMBER AND TENURE:** Subject to the following sentence, the number of trustees shall be twenty-four (24) who shall be elected by the members of the Corporation at their annual meeting. Up to three (3) additional Trustees may be elected by a three-fourths (3/4) vote of all the members of the Board of Trustees. Each Trustee elected by the members shall hold office for a period of three (3) years from their election. The election

of trustees shall be staggered so as to elect no more than one-third (1/3) of the Board of Trustees at one time. Trustees elected by the Board shall hold office until the next annual membership meeting.

Section 3. DUTIES: The duties of the Board of Trustees shall be to establish general policies and to oversee the management of the Corporation and to oversee the care and protection of its operations and properties.

(a) At a minimum those duties shall include:

- (1) Fundraising
- (2) Long-range planning
- (3) Approve an annual budget and establish fiscal policies for the corporation
- (4) Publish and conduct the Annual meeting
- (5) Community relations
- (6) Employ, set goals and review corporate officers who report to the Board of Trustees
- (7) Approve the terms and conditions upon which all persons shall be admitted to the Corporate facilities pursuant to the Corporate policies and procedures, and the laws, regulations and statutes of the Federal, State, County and City governments

(b) The duties may be periodically reviewed and updated by the Board of Trustees

Section 4. REGULAR MEETINGS: An annual meeting of the Board of Trustees shall be held without other notice than these By-Laws immediately after, and at the same place as, the annual meeting of the members. Pursuant to Section 16(b) below, at the annual meeting of the Board of Trustees, officers of the Board shall be elected and a schedule and locations of additional meetings shall be approved.

Section 5. SPECIAL MEETINGS: Special meetings of the Board of Trustees may be called by or at the request of the Chairman or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place, within California, as the place for holding any special meeting of the Board called by them. Written notice shall be given to all Board members at least five days and no more than twenty days before any special meeting.

Section 6. QUORUM: A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at said meeting, the Chairman must adjourn the meeting without further notice.

Section 7. MANNER OF ACTING: The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these By-Laws.

Section 8. VACANCIES: Any vacancy occurring in the Board of Trustees be filled by the Board of Trustees. A nominee for Trustee to fill a vacancy, meeting all of the qualifications as described in Sections 10(b) and 10(c) of this Article, shall be elected for the unexpired term of his predecessor in office. Such nominee shall be elected by an affirmative vote of three-fourths (3/4) of all the members of the Board of Trustees.

Section 9. TERMINATION OF TRUSTEESHIP: The Board of Trustees, by affirmative vote of three-fourths (3/4) of all of the members of the Board may expel a Board member after an appropriate hearing before the Board and after reasonable advanced notice of the hearing to all members of said Board.

Section 10. COMPENSATION: Trustees shall not be entitled to receive, and shall not accept, any compensation for their services provided to the Corporation.

Section 11. NOMINATIONS

(a) **Notice of Nomination:** The Nomination Committee shall deliver to the Secretary of this Corporation at least thirty (30) days prior to the annual meeting a final list of candidates for Trustees to be elected at the annual meeting.

(b) **Qualifications of Nominees:** Each nominee as Trustee shall be, and for a period of at least one year prior to the date of nomination shall have been, a member of the Corporation. Nominees shall be a current member of the Corporation. Each nominee shall, for at least one year, have served on a committee or sub-committee as described in Article VIII, or been an Associate Member as described in Article III; and shall have demonstrated competence, work ethics and the willingness to become involved in the activities and objectives of the Board of Trustees; and shall provide an experienced background that will be beneficial to the Board of Trustees in the objectives of the Corporation.

(c) **Restriction of Nominees:** A son, daughter, father, mother, sister, brother, husband or wife of a Trustee shall not serve on the Board of Trustees at the same time as the Trustee, unless there is no nominee having the same qualifications and expertise as this individual, the nominee otherwise qualifies, is nominated by the Nomination Committee and is approved by a three-quarters vote of the Board of Trustees.

(d) **Procedures to Nominate:**

(1) Nominated by the Board appointed Nomination Committee.

(2) No later than ninety (90) days prior to the annual meeting, the Nomination Committee shall send to all individuals who have been members for at least six months a notice of annual meeting and commencement of the nomination process and a Board proposed slate of candidates to serve on the Board of Trustees of the Ararat Home, Inc. The notice shall specify the date of the annual meeting and shall invite members to write in a nomination and specify that any such nomination shall include the nominee's consent to run and a description of the proposed nominee's background and qualifications to run for the position of Trustee. The notice shall specify that all nominations and any information relating to a proposed nominee shall be returned to the Nomination Committee not later than sixty (60) days prior to the date set for the annual meeting. The name and qualifications of any candidate so nominated and meeting the required qualifications, as verified by the Nomination Committee, shall be included in the list of candidates mailed to the membership at large.

(3) Nominated by the Board appointed Nomination Committee to fill a vacancy on the Board of Trustees.

Section 12. ABSENTEEISM: The Board of Trustees Secretary shall keep an attendance record of all regular meetings making note of any absence and include them in the minutes of that meeting. Upon the absence of any Board Member for three (3) consecutive meetings or of non-attendance of six (6) meetings in one year, the Secretary shall notify the Board of Trustees Chairman who then shall notify the Nomination Committee for their review and recommendation to the Board of Trustees.

Section 13. ORDER OF BUSINESS: The order of business shall be as follows; (a) roll call (b) minutes of the last meeting (c) report of officers (d) report of committees (e) unfinished business (f) new business.

Section 14. ADVISORY BOARD: The Board of Trustees may establish an Advisory Board for the Corporation. Appointments to the Advisory Board shall be with the prior approval of the Board of Trustees. The composition, responsibility, rights, powers and duties of such Advisory Board shall be determined by the Board of Trustees.

Section 15. OPEN MEETINGS: All meetings of the Board of Trustees and its Committees shall be open to members of the Corporation. Closed meetings may be called when necessary to discuss subjects of a confidential nature.

Section 16: OFFICERS:

(a) **OFFICERS:** The officers of the Board of Trustees shall be; Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary, Treasurer Assistant, Secretary and Assistant Treasurer and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers as it shall deem advisable. Such officers to have the authority and perform the duties prescribed to them, by the Board of Trustees. Any two or more offices may be held by the same person except the offices of Chairman and Secretary.

(b) **ELECTION AND TERM OF OFFICE:** The officers of the Board shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Trustees. No individual shall serve as Chairman for more than three (3) successive years.

(c) **REMOVAL:** Any officer elected or appointed by the Board of Trustees may be removed by a majority vote of all members of the Board of Trustees whenever in its judgment, the best interest of the Corporation would be served thereby.

(d) **VACANCIES:** A vacancy in any office, because of the death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of all members of the Board of Trustees for the unexpired portion of the term.

(e) **CHAIRMAN:** The Chairman shall be the principal officer of the Board of Trustees. shall preside at all meetings of the members and of the Board of Trustees. He may sign, with the secretary or any other Board or Corporate officer, authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these By-Laws or by statute to some other officer or agent of the Corporation. He shall perform all duties incident to the office of Chairman and such other duties, both as may be prescribed by the Board of Trustees.

(f) **VICE-CHAIRMEN:** The Board of Trustees shall elect two Vice-Chairmen. In the absence of the Chairman, or in the event of his inability or refusal to act, the First Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all powers of, and be subject to all the restrictions upon, the Chairman. The Vice-Chairmen shall perform such other duties as may be assigned to them by the Chairman or by the Board of Trustees. In the absences of both the Chairman and the First Vice-Chairman, the Second Vice-Chairman shall perform the duties of the Chairman.

(g) **TREASURER:** He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees. He shall perform all the duties of Treasurer and such other duties as may be assigned to him by the Chairman or by the Board of Trustees. He shall not pay out or disburse any of the money of the Corporation except in such manner and for such purposes as shall be approved by the proper officers of the Board or Corporate officers whose approval shall be authorized by resolution of the Board of Trustees. At each meeting of the Board of Trustees, the Treasurer shall present a statement of the financial condition of the Corporation. At the annual meeting of the Corporation, the Treasurer shall present a report of the financial condition of the Corporation for the preceding fiscal-year. The Treasurer shall present at the first Board of Trustees meeting following April 30, the previous fiscal-year end audited financial reports. Under the control of the Treasurer, these audited reports shall be available for review at the headquarters of the Corporation by any member of the Corporation.

(h) **SECRETARY:** The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees, and see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law. He shall be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation, under its seal, is duly authorized in accordance with the provisions of these By-Laws. He shall keep a register of the post office address of each member which shall be furnished to the Secretary by such member; He shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the Chairman or the Board of Trustees.

(i) **ASSISTANT TREASURER AND ASSISTANT SECRETARY.** The assistant treasurer and secretary shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the Chairman or the Board of Trustees, and be subject to all the restrictions upon, the Treasurer and Secretary.

ARTICLE VII CORPORATE OFFICERS

Section 1. The officers of the Corporation, at a minimum, shall be President and Chief Executive Officer, Chief Financial Officer and Secretary.

(a) The President and Chief Executive Officer shall report to the Board of Trustees. He shall be responsible for the day-to-day operations of the entire organization as defined by the Board of Trustees. Such duties shall include total profit and loss responsibilities for each operational unit individually and collectively; hiring, supervision and scheduling of employees of the Corporation; monitoring and compliance for all federal, state and local laws pertaining to the licenses held; and participation on committees as designated by the Board of Trustees. These duties may be changed at the discretion of the Board. The President and Chief Executive Officer shall not be a member of the Board of Trustees.

(b) The Treasurer of the Board of Trustees shall act as Chief Financial Officer of the Corporation.

(c) The Secretary of the Board of Trustees shall act as Secretary of the Corporation.

ARTICLE VIII COMMITTEES

Section 1. **STANDING COMMITTEES:** The Board of Trustees shall have the following standing committees which shall have the function indicated by their name and as further supplemented or defined by the Board of Trustees: (a) By-Laws and Organization; (b) Executive; (c) Finance; (d) Fund Raising & Community Relations; (e) Human Resources; (f) Legal; (g) Membership/Balloting; (h) Ararat Home, Inc./Eskijian Museum Associates; (i) Nominations; and (j) Long-Range Planning.

(1) The Chairmen of the Standing Committees shall be appointed by the Chairman of the Board of Trustees, subject to the concurrence or ratification of the Board of Trustees, except that the Chairman of the Board of Trustees shall be the Chairman of the Executive Committee as described in Section 1(6) below.

(2) The Chairmen of these Standing Committees may appoint other voting members of their Standing Committee, who do not have to be Trustees, but must be members of the Corporation.

(3) The Board of Trustees may assign to each Standing Committee, one or more Sub-Committees, whose function shall be as defined by the Board of Trustees.

(4) The Chairman of any Sub-Committee shall be appointed by the Chairman of the respective Standing Committee, subject to the concurrence or ratification of the voting members of the respective Standing Committee.

(5) The Chairmen of the Sub-Committees may appoint other voting members, who do not have to be Trustees, but must be members of the Corporation. They may also appoint other non-voting members who do not have to be members of the Corporation.

(6) The Executive Committee shall, at a minimum, consist of the elected officers of the Board of Trustees and all preceding Chairmen of the Board of Trustees. Only Past Chairmen who are currently Trustees shall be eligible to vote on the Executive Committee.

- (i) It shall exercise the authority and powers of the Board of Trustees only in emergency situations if and when needed between meetings of Trustees;
- (ii) It shall conduct an annual performance evaluation of the President and Chief Executive Officer and recommend his salary compensation to be ratified by the Board of Trustees;
- (iii) All decisions and recommendations by the Executive Committee must be presented to the Board of Trustees for approval, at the next regular meeting.

(7) The Fund Raising and Community Relations Committee may include, but not be limited to, the following Sub-Committees: (a) Annual Fund; (b) Banquet; (c) Bricks, Tiles and Plaques; (d) Gift Shop; (e) Grant Writing; (f) Mailing List; (g) Newsletter; (h) Picnic; (i) Publicity and Printing.

(8) The Membership / Balloting Committee shall receive and count the Proxy votes and report the results at the Annual Meeting and shall monitor the voting procedures at the Annual Meeting.

(9) No member of the Nominations Committee shall serve concurrently on the Membership / Balloting Committee.

Section 2. COMMITTEES OF THE BOARD OF TRUSTEES: The Board of Trustees, by resolution adopted by a majority of the trustees in office, may designate one or more committees, in addition to the above Standing Committees, each of which consist of one or more Trustees.

(1) The Chairman of a Committee of the Board of Trustees shall be appointed by the Chairman of the Board of Trustees, subject to the concurrence or ratification of the Board of Trustees.

(2) The Chairmen of the Committees of the Board of Trustees may appoint other voting members, who do not have to be Trustees, but must be members of the Corporation. They may also appoint other non-voting members who do not have to be members of the Corporation.

(3) The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed on it or him by law.

Section 3. REMOVAL: Any member of a Committee may be removed by the person, or persons authorized to appoint such member, or by resolution adopted by a majority of the trustees in office whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 4. VACANCIES: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. QUORUM: Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. **QUALIFICATIONS OF COMMITTEE MEMBERS:** Except as otherwise provided for in these By-laws, each member of a committee shall be an active member of the Corporation; shall have demonstrated competence, work ethics and willingness to serve on the particular committee to which he or she is appointed; and shall provide an experienced background that will be beneficial to the work of such committee and to the objectives of the Board of Trustees.

Section 7. **TASK FORCES:** Task Forces, their function and composition, may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such Task Force shall be members of the Corporation.

ARTICLE IX CONTRACTS AND FINANCE

Section 1. **FISCAL YEAR:** The fiscal year of this Corporation shall commence on January 1st and end on December 31st of each year.

Section 2. **AUDITING:** An Independent Certified Public Accounting firm shall be appointed by the Board of Trustees which shall audit the annual Financial Statements of the Corporation and express an opinion on these Financial Statements based on their audit. The Auditors shall not be a Member of the Board of Trustees.

Section 3. **CONTRACTS:** The Board of Trustees may authorize any officer or officers or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and an authority may be general or confined to specific instances.

Section 4. **CHECKS, DRAFTS, OR MONEY ORDERS FOR PAYMENTS:** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by two of those individuals who shall be determined by resolution of the Board of Trustees

Section 5. **DEPOSITS:** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or depositories as the Board of Trustees may select.

Section 6. **BILLS:** All bills shall be approved showing the approval of the individuals authorized to purchase the merchandise or engage the services referred to therein, before presentation of such bill to the individual authorized to make payments.

Section 7. **GIFTS:** The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

Section 8. **ENDOWMENT FUND:** The Board of Trustees may create an Endowment Fund and appoint a committee to manage the fund pursuant to Article VIII, Section 2.

ARTICLE X MISCELLANEOUS

Section 1. **BOOKS AND RECORDS:** The Corporation shall keep correct and complete books and records at the Corporate office.

Section 2. **CORPORATION SEAL:** The Board of Trustees shall provide a corporate seal consisting of the following words and figures: ARARAT HOME OF LOS ANGELES, INC., 1949 CALIFORNIA.

Section 3. WAIVER OF NOTICE: Whenever any notice is required to be given under the provisions of the general non-profit Corporation law or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. AUXILIARY ORGANIZATIONS: The Board of Trustees may approve auxiliary, associate or affiliate groups or organizations to assist the Corporation in its work under such terms, conditions, and for such periods, as specified in the charter for such organizations provided by the Board of Trustees. Chairman or members of such organizations or groups shall not be Trustees unless elected or appointed as Trustees of this Corporation.

Section 5. CONDUCT OF INDIVIDUALS: The officers, employees and members of the Corporation shall interact with each other and the general public and shall perform their duties with loyalty, in confidence and in a manner to safeguard the best interests of the Corporation at all times.

Section 6. CONDUCT OF MEETINGS: Conduct of all meetings of the Board of Trustees and the Corporation shall be in accordance with the current edition of "Roberts Rules of Order unless specified otherwise in these By-Laws.

Section 7. GENDER REFERENCE: Use of a term reflecting gender is for reference and convenience only. Use of a masculine term or pronoun shall refer to and mean both a man and/or a woman. Similarly, use of a feminine term or pronoun shall refer to and mean both a woman and/or a man.

ARTICLE XI AMENDMENTS

Section 1. In addition to the method of amending By-Laws as provided by the laws of the State of California, these By-Laws may be amended or repealed or new By-Laws may be adopted by a two-thirds (2/3) vote of members present at its annual meeting, or at a special meeting called for that purpose, provided that notice of the proposed amendments shall be sent to all members by the Secretary no later than three weeks prior to the Annual Meeting or Special Meeting and posted in a conspicuous place at the Corporate office at least one week before the date of the meeting.

ARTICLE XII EMEGENCY PROVISIONS

Section 1. General: The provisions of this Article XIII shall be operative only during a national emergency declared by the President of the United States or the person performing the President's functions, or in the event of a nuclear, atomic or other attack on the United States or a disaster making it impossible or impractical for the Corporation to conduct its business without recourse to the provisions of this Article XIII. Said provisions in such event shall override all other Bylaws of the Corporation in conflict with any provisions of this Article XIII, and shall remain operative as long as it remains impossible or impracticable to continue the business of the Corporation otherwise, but thereafter shall be inoperative: provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in the Article XIII.

Section 2. Unavailable Trustees: All Trustees of the Corporation who are not available to perform their duties as Trustees by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be Trustees, with the effect as if such persons had resigned as Trustees, so long as such unavailability continues.

Section 3. Authorized Number of Trustees: The authorized number of Trustees shall be the number of Trustees remaining after eliminating those who have ceased to be Trustees pursuant to Section 2 of this Article XIII.

Section 4. Quorum: The number of Trustees necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of Trustees remaining pursuant to Section 2 of this Article XIII as the quorum established in Article VI, Section 6 bears to the authorized number of Trustees set forth in Article VI, Section 6 hereof.

ARTICLE XIII DISSOLUTION

Section 1. IRREVOCABLE DEDICATION: The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member of this Corporation, or to the benefit of any private individual.

Section 2. DISPOSITION OF ASSETS: Upon winding up and dissolution of this Corporation, and after payment of all legal obligations of the Corporation, the remaining assets of the Corporation shall be distributed to other non-profit federal and state tax-exempt facilities and/or organizations, selected by the Board of Trustees, that are operated exclusively for charitable purposes and whose primary purposes is to care for the Armenian elderly.

ADDENDUM to ARTICLE V, Section 5 of the BY-LAWS

This was approved at the ANNUAL MEMBERSHIP MEETING on Sunday, March 14, 2010 and reads:

Section 5. QUORUM: A quorum shall consist of not less than fifty (50) members eligible to vote. If a quorum is not present at any meeting of the members, the presiding officer shall adjourn the meeting for two weeks without further notice and should there be no quorum at such second meeting, then notice shall be provided for a new meeting as required by Section 4.