

BYLAWS OF
SOUTH LAKE TAHOE WEDDING AND HONEYMOON ASSOCIATION, INC.
A California Nonprofit Mutual Benefit Corporation

The name of this corporation is South Lake Tahoe Wedding and Honeymoon Association, Inc., a California Nonprofit Mutual Benefit Corporation.

I. Offices of the Corporation

A. Principal Office

The principal office for the transaction of the activities and the affairs of the corporation (principal office) is located in South Lake Tahoe, El Dorado County, California. The Board of Directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

B. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

II. Purposes, Limitations, and Construction.

A. General Purposes

1. Work collectively to market weddings in Lake Tahoe South Shore. To gain the reputation as the wedding capital of the West.

2. Monitor and influence political decisions that impact our wedding industry in general.

3. Be pro-active in the community, individually, and collectively; to create and sustain an improved economy and environment.

4. To help members improve the quality and services of their business.

5. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Gender

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person

III. Members

A. All members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, those members shall receive a prorata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law

B. Membership in the South Lake Tahoe Wedding and Honeymoon Association shall be open to businesses that are physically located on the south shore of Lake Tahoe, (as defined in appendix 1) Should the membership eligibility of a business be in question, the Board will make a decision by a majority vote of all members. All businesses MUST complete and sign an Application form, provide two letters of recommendation, and be able to provide a PHYSICAL address within the boundaries defined in appendix 1

C. Membership may be terminated at any time by either the member or the Association.

D. To remain in good standing, each member shall uphold a high standard of business ethics as defined by the Code Of Ethics in Appendix 2, maintaining his property in good order, and comply with all the rules and regulations of this Association, and shall be current in the payment of dues.

E. Termination and Suspension of Membership

1. Causes of Termination

A membership shall terminate on occurrence of any of the following events:

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

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

(3) Failure of the member to pay dues, fees, or assessments as set by the Board within 30 days after they become due and payable;

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

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

2. Suspension of Membership

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

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

3. Procedure for Expulsion or Suspension

If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be followed:

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

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by

a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

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

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

F. Transfer of Memberships

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

IV. Dues, Fees, and Assessments

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed by the Board.

A. Dues shall be paid by July 1st of each year.

B. The Membership dues for the year shall be \$150 for all members, unless and until that amount is modified by action of the Board. An optional link from the Associations website to the member's website will be available to all members for an additional fee of \$100 per year, unless and until that amount is modified by action of the Board.

C. Inclusion in additional membership categories will be available to any member who provides direct services in the additional categories. The fee will be \$50 per category, per year. Adding additional categories is available for advertising purposes only and does not entitle any additional voting rights.

D. For future years, the amount of dues may be adjusted by a majority vote of the Board of Directors, no later than at the last meeting of the previous year. This vote must take place at a membership meeting, and the membership must be advised in advance that the vote will take place.

E. Dues shall be delinquent on August 1st, at which time the member will lose their voting right and other privileges in the Association.

F. Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

V. Meetings of Members

A. Place of Meeting

Meetings of the members shall be held at any place within or outside California designated by the Board. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

B. Monthly Meetings

A monthly meeting of members shall be held on the first Wednesday of every month, except the first Wednesday of July, at 5.00pm, unless the Board fixes another date or time and so notifies members no later than 30 days prior to the originally scheduled date.

C. Meeting Schedule

The Board will meet a minimum of (6) times per year, for the purposes of formulating proposals for the membership and planning agendas for the Member meetings. Board meetings will be at 3.00pm on the first Wednesday of the month, in the same location as the Member meeting, which will immediately follow. The Board may schedule additional meetings as needed, without obligation of notice to the members. The minutes from all Board meetings will be available to any member on request, no later than 15 days following the date of the meeting, or by the time of the following Member meeting, whichever is later.

D. Special Meetings

1. Persons Authorized to Call

A special meeting of the members for any lawful purpose may be called at any time by the Board or the chair of the Board.

2. Proper Business of Special Meeting

No business other than the business the general nature of which was set forth in the notice of the meeting may be transacted at a special meeting.

E. Notice Requirements for Members' Meetings

1. General Notice Requirements

As the Member meetings are held on the same day and time every month, notices of the meeting will not be required. It is the members' responsibility to attend monthly meetings and to be informed regarding the activities of the Association and upcoming votes from the Board. Exceptions to this will be if the Board intends to discuss, vote, or solicit a member vote on a change in dues, a change to the bylaws, the removal of a director, filling a vacancy on the Board, amending the articles of incorporation, or the dissolution of the Association. In these instances, 15 days advanced notice of the meeting will be required.

2. Manner of Giving Notice

Notice may be given by fax, email, US mail, or telephone. In any case, notice will be sent to the address, E-mail Address or number as it appears in the member directory. It is the member's responsibility to ensure that the directory contains accurate information.

3. Notice of Certain Agenda Items

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the articles of incorporation; or
- (4) Electing to wind up and dissolve the corporation.
- (5) Approving a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a material financial interest; or
- (6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the corporation is in the process of winding up."

F. Quorum

1. Percentage Required

Fifty-one percent (51%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. A Quorum may be achieved through written ballots, members present at a member meeting, or a combination of both.

2. Loss of Quorum

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

G. Adjournment and Notice of Adjourned Meetings

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

H. Voting

1. Eligibility To Vote

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be general members in good standing as of the record date determined under these bylaws.

2. Manner of Casting Votes

Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.

3. Voting

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

4. Approval by Majority Vote

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

I. Waiver of Notice or Consent by Absent Members

1. Written Waiver or Consent

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

2. Waiver by Attendance

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

VI. Action Without a Meeting

A. Action by Unanimous Written Consent

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

B. Action by Written Ballot Without a Meeting

Any action except election of Directors that may be taken at any meeting of members may be taken without a meeting by complying with these By-Laws.

1. Solicitation of Written Ballots

The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by these By-Laws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the corporation. If the corporation has 100 or more members any written ballot distributed to ten or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

2. Number of Votes and Approvals Required

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

3. Revocation

A written ballot may not be revoked.

4. Filing

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

VII. Record Date for Notice, Voting, Written Ballots, and Other Actions

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed

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

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

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

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

A. Record Date for Notice or Voting

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

B. Record Date for Action by Written Ballot

If not otherwise fixed by the Board, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

C. Record Date for Other Actions

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

D. Members of Record

For purposes of Section III of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

VIII. Proxies

A. Right of Members

Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary Of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact.

B. Form of Solicited Proxies

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

C. Requirement That General Nature of Subject of Proxy Be Stated

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

D. Revocability

A validly executed proxy shall continue in full force and effect until (a) revoked by the member executing it, before the vote is cast under that proxy, (i) by a writing delivered to the corporation stating that the proxy is revoked, or (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by that member's personal attendance and voting at the meeting; or (b) written notice of the death or incapacity of the

maker of the proxy is received by the corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

IX. Board of Directors

A. Members shall elect a Board of Directors to serve staggered terms of two years. The Board of Directors is established by Section I, below. Directors shall serve until their successors are elected and installed. The President shall establish a process for the nomination of directors and rules regarding campaigns for the office of director:

Two Board Seats will be filled by representatives of fixed facilities that sell wedding ceremonies. In order to be eligible, the location must advertise the ability to provide wedding ceremonies, and host a minimum of 10 ceremonies a year. One Board Seat will represent a California facility, and the Second Board Seat will represent a Nevada facility.

Two Board Seats will be filled by the representatives of lodging properties, from either California or Nevada.

Two Board Seats will be filled by representatives of a vendor, or business that sells a service or product that is directly related to the production of a wedding and/or reception.

Four Board Seats will be filled by a member at large. There will be no restrictions on these Seat.

In matters of eligibility questions, the existing Board will determine the eligibility of a potential Board Member, by a majority vote of the full Board.

B. The Board of Directors shall elect Board members to serve as President, Vice President, Secretary and Treasurer for one year terms. All Directors and Officers shall serve without compensation. Officers shall serve one year terms. Officers and Board members are to be limited to three consecutive terms

C. Directors shall serve from July 1 through June 30.

D. Nominations for the Board will be accepted from any member in good standing up until the date of the member meeting in May.

X. Definition of Directors

A. President

The President of the Association shall be the executive officer of the Association, and when present, shall preside at all meetings of the Association. The President shall keep the membership fully informed and shall frequently consult with the membership concerning the business and activities of the Association. The President will determine (with the assistance of the Board) the agenda for the Member meetings, and will ensure that the Member meetings proceed in an orderly fashion, and address the topics on the agenda. The President is responsible for finding suitable meeting locations.

B. Vice-President

The Vice-President shall, in the absence of the President, preside at any regular meeting. The Vice-President shall oversee a joint promotion strategy by coordinating the efforts of the Marketing Director, Tradeshow Director and the Internet Director.

C. Secretary

The Secretary shall be responsible for taking minutes at the Member meetings and at the Board meetings. He or She will upload the minutes to the member's area of the website and then notify members, via e-mail, that the minutes are available. The Secretary will send meeting announcements and meeting reminders via email to the general membership and any other email notices, as directed by the board. The secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to date. The copies may be furnished via Post, Fax or E-mail, at the Board's discretion.

D. Treasurer

The Treasurer shall be responsible for collecting all monies due the Association. This will entail mailing invoices when needed and tracking all outstanding invoices until paid. The Treasurer shall also disburse all funds as directed by the Board. The Treasurer will provide a written financial summary at each member meeting that will include the following:

(a) Summary of all checks written since the last members meeting, showing the amounts of each check, the payee, and the reason for the expense,

(b) Summary of all income since the last members meeting, by category (dues, projects, etc...), and

(c) Balance in all Accounts.

E Membership Secretary

This Ex-Officio Director will maintain the membership directory, and will ensure regular Membership updates to the Association web site. The Membership Secretary will provide every new member with a user name and password for the member's area of the website, and letter of welcome, informing members how to obtain copies of the bylaws, Code of Ethics, Event Calendar and other archived information.

F. Internet Director

This Ex-Officio Director will Oversee the development and maintenance of the SLTW&HA website, and assist members with the development of "Special Packages" and "Members Profiles." This Director will also oversee the online contest, collecting donations from members, create packages and post the contest online. He or She will then work with contest winners and vendors to organize the collection and use of the selected prize package.

G. Marketing Director

This Ex-Officio Director will Manage the Associations regional and national web and print advertising, create press releases and work with appropriate regional and national news agencies. The Director will also create and distribute printed Membership Directories and other promotional material. (This will also include Inventory management).

H. Public Relations Director

This Ex-Officio Director will work to create community awareness of the activities of the Association and the benefits of membership. He or she will developed and maintain links with appropriate local television, radio and print agencies. This Director will create Local press releases as needed or directed by the Board

I. Tradeshow Director

This Ex-Officio Director will research and recommend trade shows for the Association to attend. He or she Maintain and arrange storage for the Trade Show Booth. This Director will oversee the trade show volunteers, assisting them with any questions about attending Trade Shows. He or she will maintain and distribute "Volunteer Trade Show Packages" which will include, a covering letter, Trade Show Rules, Show Evaluation Form and Expense Form.

J. Social Director

This Ex-Officio Director will arrange at least two large social events per year with the aim of fundraising, and membership

benefits. This Director will work locally to achieve the Association's aim of being an active participant in the South Lake Tahoe community. This Director will also manage the Association's involvement in local community projects and explore new possibilities for community involvement, as directed by the Board.

K. Removal of Officers.

Without prejudice to the rights of any officer under an employment contract the board may remove any officer, with or without cause, by majority vote at a regular or special meeting of the Board.

L. Powers

1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

2. Specific Powers

Without prejudice to the general powers set forth in these bylaws, but subject to the same limitations, the Directors shall have the power to:

(a) Appoint and remove, at the pleasure of the Board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Change the principal office or the principal business office 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 and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.

(c) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the tolls off the seal and certificates.

(d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the

corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

M. Number and Qualification of Directors

1. Authorized Number and Qualifications

The authorized number of Directors shall be 10. The qualifications for Directors are specified above.

The Board of Directors shall consist of at least 7 but no more than 10 Directors until changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. The qualifications for Directors are listed above in these bylaws.

2. Restriction on Interested Persons as Directors

No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (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 such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

N. Vacancies on Board

1. Events Causing Vacancy

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Mutual Benefit Corporation Law; (c) the vote of the members or, if the corporation has fewer than 50 members, the vote of a majority of all members, to remove any director(s); (d) the increase of the authorized number of Directors; or (e) the failure of the members, at any meeting of members at which any director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

2. Resignations

Except as provided below, any director may resign by giving written notice to the chair of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or Directors.

3. Filling Vacancies

Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the Directors.

4. No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any director before that director's term of office expires.

0. Directors' Meetings

1. Place of Meetings

Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

2. Meetings by Telephone

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

3. Annual Meeting

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

4. Other Regular Meetings

Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

5. Special Meetings

a. Authority To Call

Special meetings of the Board for any purpose may be called at any time by the chair of the Board, if any, the president or any vice president, or the secretary or any two Directors.

b. Notice

(1) Manner of Giving Notice

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

(2) Time Requirements

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

(3) Notice Contents

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

6. Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct

or indirect material financial interest, (b) approval of certain transactions between corporations having common Directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7. Waiver of Notice

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meetings the lack of notice to him or her.

8. Adjournment

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

9. Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another 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.

P. Action Without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Q. Compensation and Reimbursement

Directors may receive such compensation, if any, for their services as Directors or Officers and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

R. Committees

The Board of Directors shall appoint such committees as required for the efficient functioning of the Board. They shall not have voting power on the Board. They shall serve for only as long as required to complete the task at hand.

1. Committees of the Board

The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees each consisting of two or more Directors and no persons who are not Directors to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office/authorized number of Directors. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;

(b) Fill vacancies on the Board or on any committee that has the authority of the Board;

(c) Fix compensation of the Directors for serving on the Board or on any committee;

(d) Amend or repeal bylaws or adopt new bylaws;

(e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeatable;

(f) Create any other committees of the Board or appoint the members of committees of the Board;

(g) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or

(h) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a

material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

2. Meetings and Actions of Committees

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the Committee may adopt such rules.

XI. Indemnification

A. Right of Indemnity

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

B. Approval of Indemnity

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

present at the meeting in person or by proxy shall authorize indemnification.

C. Advancement of Expenses

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

XII. Insurance

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

XIII. Records and Reports

A. Maintenance of Corporate Records

The corporation shall keep:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of its members, Board, and committees of the Board; and
3. A record of each member's name, address, and membership.

B. Members' Inspection Rights

1. Membership Records

Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (a) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days'

prior written demand on the corporation; which demand must state the purpose for which the inspection rights are requested; or

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

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

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

2. Accounting Records and Minutes

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

C. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the articles of

incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside California and the corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to date. The copies may be furnished via Post, Fax or E-mail, at the Boards discretion.

D. Inspection by Directors

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

E. Annual Report

The board shall cause an annual report to be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;

(b) A statement of the place where the names and addresses of current members are located; and

(c) Any information required by to be available for inspection by members.

This corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request of a member, the board shall promptly cause the most recent annual report to be sent to the requesting member.

This Section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year."

F. Annual Statement of Certain Transactions and Indemnifications

As a part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

(a) Unless approved by members under Corporations code section 7233(a), any transaction (i) to which the corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest);

(1) Any director or officer of the corporation, its parent, or its subsidiary;

(2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(a) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation bylaws, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Corporations Code section 5034, or the loan or guaranty is not subject to Corporations Code section 7235(a).

XIV. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the Singular, and the term "person" includes both a legal entity and a natural person.

XV. Amendments

A. Amendment by Board

1. Membership Rights Limitation

Subject to the rights of members under these bylaws and the limitations set forth below, the Board may adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. The Board may not extend the term of a director beyond that for which the director was elected.

2. Changes in Number of Directors

Once members have been admitted to the corporation, the Board may not, without the approval of the members, specify or change any bylaw provision that would:

(a) Fix or change the authorized number of Directors,

(b) Fix or change the minimum or maximum number of Directors, or

(c) Change from a fixed number of Directors to a variable number of Directors or vice versa.

3. High Vote Requirement

If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by laws that provision may not be altered, amended, or repealed except by that greater vote.

4. Members' Approval Required

Without the approval of the members, the Board may not adopt, amend, or repeal any bylaws that would:

(a) Increase or extend the terms of Directors;

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

(c) Increase the quorum for members' meetings;

(d) Repeal, restrict, create, expand, or otherwise change proxy rights, or

(e) Authorize cumulative voting.

B. Amendment by Members

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

XVI. Contracts with Directors and Officers

No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of South Lake Tahoe Wedding and Honeymoon Association, a California nonprofit mutual benefit corporation, that the above bylaws, consisting of 28 pages and 2 appendixes, are the bylaws of this Corporation as adopted by the Board of Directors on _____(Date), and that they have not been amended or modified since that date.

Executed on _____ (Date),

at _____ (Place and State).

Signed _____ Secretary of the South Lake Tahoe Wedding And Honeymoon Association.

Secretaries Name _____ PLEASE PRINT)

Appendix 1

SLTW&HA Boundaries

North	Glenbrook
North East	Top of Kingsbury Grade
East	The Ridge Resort Tahoe
South East	Sorensens
South	Kirkwood
South West	Twin Bridges
West	Visitors Parking Lot (North) - Emerald Bay
North West	D L Bliss Camp Ground

All points on the boundaries list above are INCLUSIVE. Places used as boundary points are considered eligible for membership of the South Lake Tahoe Wedding & Honeymoon Association.



Appendix 2

Code of Ethics

As a member of the South Lake Tahoe Wedding & Honeymoon Association, I pledge myself to honesty and integrity, to pursue my profession and education so that my service to my clients shall reflect the highest standards.

I pledge myself to comply with the standards of the South Lake Tahoe Wedding & Honeymoon Association. I pledge myself to seek and maintain association with fellow South Lake Tahoe Wedding & Honeymoon Association members and others who may become a part of my business and professional life in an honorable and cooperative manner.

I know that my clients rely on my knowledge, experience and recommendations. I pledge not to betray the trust my clients place in me.

I pledge to:

- 1.) Treat other wedding professionals with professional courtesy and dignity.
- 2.) Exhibit professional and ethical behavior.
- 3.) Observe all laws and obtain any license(s) required by law for any businesses as well as your type of business.
- 4.) Act and speak professionally so as not to offend nor bring discredit to the wedding services profession. This includes communicating as completely as possible with customers regarding prices, what the service and/or product includes and what is in the contract. This also includes maintaining confidentiality of clients who request it.
- 5.) Honor all agreements made with our customers, suppliers and services provided.
- 6.) When unable or unqualified to fulfill requests for service, I shall make every effort to recommend the services of another qualified South Lake Tahoe Wedding & Honeymoon Association member.
- 7.) If a dispute arises, we will settle it professionally and promptly.
- 8.) Return phone calls to current, as well as, potential customers.
- 9.) Conduct business in a way that honors and protects the environment and natural beauty of South Lake Tahoe.
- 10.) Assist in the advancement of the wedding industry by helping to educate the public and other wedding professional members.

Appendix 3

MEMBERSHIP RULES FOR RESPONDING TO LEADS

The following set of rules regulate how general members may respond to competition leads or inquiries made through the SLTW&HA website (Leads).

1. Members will make no more than one response to any inquiry. If the response email from the member is received and the inquirer has shown interest in the member's services, (i.e. responded to the member's email, or contacted the member via telephone etc.), that member may then continue to communicate with the inquirer.
2. Members will not to expose inquirers' email addresses to any third parties. This includes copying responses to, or forwarding the inquiry to anyone, (with the exception of copying or forwarding to person(s) within the member's company).
3. Responses must not contain references or links to any business, other than the member/business receiving the lead. It is not acceptable to promote any "third Party" in directly responding to a lead.
4. All responses must be business emails. It is not acceptable to send political or religious material, or chain letters type emails.