

BYLAWS OF
THE NATIONAL FARM WORKERS SERVICE CENTER, INC.
a California Nonprofit Benefit Corporation
(As amended, January 3, 1988)

ARTICLE I
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Kern County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws:

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

ARTICLE II
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The specific and primary purpose for which this corporation is organized is to engage exclusively in charitable and educational

activities with farm workers and agricultural laborers in the United States, including but not limited to the providing of, to such persons, medical, educational, and welfare services as are permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954.

ARTICLE III SEAL

SECTION 1. SEAL

The corporation shall have a common seal consisting of two concentric circles with the words, "NATIONAL FARM WORKERS SERVICE CENTER, INC." together with the date of the incorporation of this corporation.

SECTION 2. INSIGNIA

The official symbol of the Corporation shall bear the design of a modified turquoise-blue, modified thunderbird in an off-white circle with a light gray background with the words National Farm Workers Service Center, Inc. in a concentric circle. This symbol shall appear on all official stationery, publications and other papers not requiring the seal. The President shall register and copyright this mark.

ARTICLE IV MEMBERS

SECTION 1. NUMBER

This corporation shall make no provisions for members, however pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law of the provisions of the Articles of Incorporation or bylaws of this corporation, require approval by a majority of all members of approval by the members, shall only require the approval of the board of directors.

ARTICLE V
DIRECTORS

SECTION 1. NUMBER

The corporation shall have eleven (11) directors and collectively they shall be known as the board of directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these bylaws.

b. Appoint and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.

c. Meet at such times and places as required by these bylaws.

d. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

e. To change the principal office for the transaction of the business of the corporation from one location to another within the same county; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California; to designate any place within or without the State of California for the holding of any Director or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgement they may deem best, provided such seal shall at all times comply with the provisions of law.

f. To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore,

in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefore.

SECTION 4. ELECTION AND TERM OF OFFICE

The Directors shall be elected at each annual meeting of the members and shall hold office until their respective successors are elected.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

SECTION 7. ANNUAL MEETINGS

Annual Meetings of the Board of Directors shall be held annually on a day designated by the directors on the month of January of each year.

SECTION 8. REGULAR MEETINGS

Regular meetings of the Board of Directory shall be held on days designated by the Board of Directors on the months of April through July and October of each year.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the president or the majority of the Board of Directors.

SECTION 10. NOTICE OF MEETINGS

Meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and is such adjourned meeting is held not more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the board of directors.

Except as otherwise provided in these bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may

adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the Articles of Incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the board of directors shall be presided over by the president of the corporation or, in his or her absence, by the vice-president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary at all meetings of the board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the board of directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Corporation Law.

If this corporation has any members, then, if the corporation has less than fifty (50) members, directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

If this corporation has no members, directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by a majority of directors then in office, whether or not less than a quorum, or by a sole remaining director. If this corporation has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the board of directors or until his or her death, resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI
OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a president, a vice-president, secretary.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The president with the consent of the board of directors shall appoint a treasurer and may appoint such other officers, agents and committees as it may seem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the president.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. He or she shall preside at all meetings of the board of directors. If applicable, the president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors. The president shall be an ex-officio member of all committees.

SECTION 7. DUTIES OF VICE-PRESIDENT

In the absence of the president, or in the event of his or her inability or refusal to act, the vice-president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice-president shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or as may be prescribed by the board of directors.

SECTION 8. DUTIES OF SECRETARY

The secretary shall:

a. Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

b. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

c. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

d. Be custodian of the records and of the seal of corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these bylaws.

e. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, and the minutes of the proceedings of the directors of the corporation.

f. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 9. POSITION DESCRIPTION TREASURER

With the consent of the Board of Directors the President shall appoint the Treasurer.

The treasurer shall be the chief financial officer of the corporation and acting under the direction of the president be empowered to issue such instructions to corporation personnel as may be necessary to fulfill the duties of the office.

The treasurer shall be the custodian of all book, records, documents, contracts, monies, securities, corporate seal and all other property not otherwise assigned to someone else.

The treasurer shall keep accurate accounts of all financial transactions of the corporation, receive all funds due the corporation, and deposit all corporation funds in the corporations name in a bank or banks approved by the board of directors.

The treasurer shall pay all expenses of the corporation when evidence by satisfactory vouchers or statments, by check counter signed by the president and or such other person or persons authorized by the board of directors.

The treasurer shall prepare, publish and distribute to authorized corporation personnel a monthly financial statement which shall list the total assests, liabilities, receipts and disbursements of the corporation together with such further data and information as the board may request.

— The treasurer shall corporation with any auditors as may be directed by the board of directors and the president.

The treasurer shall file on behalf of the corporation all reports and information returns required by the various governmental agencies.

The treasurer shall give bond, in such amount and executed by such surety company as the board of directors shall determine, for the faithful performance of the duties of this office and the trust in him repassed.

SECTION 10. COMPENSATION

The officers of this corporation shall receive no compensation for their services as officers except that they shall be allowed reasonable advancement or reimbursement for their actual and necessary expenses incurred in the performance of their regular duties as specified in Sections 6-8 of this Article.

ARTICLE VII COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the president and two members appointed by the board of directors and a majority of the committee shall be a quorum.

SECTION 2. DUTIES OF THE EXECUTIVE COMMITTEE

Subject to review of the board of directors it shall have supervision over the operations and staff activities of the corporation.

SECTION 3. FINANCE COMMITTEE

The Finance Committee shall be composed of a chairperson and two members appointed by the board of directors and a majority of the committee shall be a quorum.

SECTION 4. DUTIES OF FINANCE COMMITTEE

Subject to review by the board of directors it shall have general control over the corporation's finance policies.

SECTION 5. ADVISORY COMMITTEE

The Advisory Committee shall be composed of interested individuals appointed by the board of directors from labor, business and the community.

SECTION 6. DUTIES OF ADVISORY COMMITTEE

The Advisory Committee shall act as consultant to the board of directors on technical, scientific, commercial, labor and social matters.

SECTION 7. OTHER COMMITTEES

The corporation shall have such other Board committees as may from time to time be designated by resolution of the board of directors..

SECTION 8. OTHER NON-BOARD COMMITTEES

Other non-board committees may from time to time be designated by the President.

SECTION 9. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE VIII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may be resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE IX CORPORATE RECORDS, REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

a. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice give, and the names of those present and the proceedings thereof.

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

d. A copy of the corporation's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information appropriate detail:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- e. Any information required by Section 7 of this Article.

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

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- a. Any transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

- 1) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

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

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000.00) or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000.00).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000.00) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e) (2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transactions and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE X FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI BYLAWS

SECTION 1. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

a. Subject to the power of the members, if any, to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the board of directors unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to

voting or transfer, provided, however, if this corporation has admitted any members, then a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

b. By approval of the members, if any, of this corporation.

ARTICLE XII AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the board of directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the board of directors and by the approval of the members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XIII PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from

the operations of the corporation, or a reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, other than to a director or officer of the corporation, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors: no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the board of directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE XIV
MISCELLANEOUS

SECTION 1. VOTING SECURITIES HELD IN OTHER CORPORATION(S)

The President, the Secretary, and such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all voting securities held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or by power of attorney duly executed by such officers.

WRITTEN CONSENT OF MAJORITY OF
MEMBERS OF NATIONAL FARM WORKERS
SERVICE CENTER, INC., TO AMENDMENT
OF BYLAWS CHANGING THE AUTHORIZED
NUMBER OF DIRECTORS

Pursuant to Article XI of the Bylaws of the National Farm Workers Service Center, Inc., of January 28, 1985, the undersigned constituting a majority of the members of the corporation, hereby consent to amending Article V, Section 1 of the Bylaws ("Number of Directors") of the National Farm Workers Service Center, Inc., so that, as amended, said Section 1 of Article V shall read as follows:

"SECTION 1. NUMBER OF DIRECTORS. The Corporation shall have eleven (11) Directors, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws."

Executed at Keene, California, on January 3, 1988.

[Handwritten signatures of eleven directors:]
John E. Shalen
James C. Lathrop Jr.
B. Smith
Miguel M. Martinez
Carlos Mendez
Flores Huerto
David U. Martinez
Edwanto De la Cruz
Arturo Rodriguez
Cesar Monobogian

[Handwritten signature:] Marcos Comanche

CERTIFICATE OF SECRETARY

I, the undersigned Secretary of the National Farm Workers Service Center, Inc., do hereby certify:

1. That I am the duly elected and acting Secretary of the National Farm Workers Service Center, Inc.
2. That the foregoing amendment to the Bylaws of said corporation was adopted by the written consent of the majority of the members of said corporation on January 3, 1988.

Secretary