

BY LAWS
OF THE
SOUTHERN CALIFORNIA TRIBAL CHAIRMEN'S ASSOCIATION

PREAMBLE

It is the purpose of the SOUTHERN CALIFORNIA TRIBAL CHAIRMEN'S ASSOCIATION to consider and advocate for the general welfare of the respective Indian reservation communities and to assist in the development of their physical and natural resources, both social and human. This organization shall not interfere with the internal affairs of any Indian reservation.

ARTICLE I

NAME

The name of this corporation shall be the Southern California Tribal Chairmen's Association.

ARTICLE II

OFFICES

Section 1. Principal Office

The principal office for the transaction of the business of the corporation ('principal executive office') is located in San Diego County, California. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III

MEMBERSHIP

Section 1. Qualifications

Membership in the corporation shall be open only to the following natural persons: One Tribal Chairman from each Southern California Indian Reservation, who shall be designated as the tribe's choice to be a member of the corporation and who shall be so designated by a resolution from their respective tribe's general council or government in conformance with Section 3 of this Article III.

Section 2. Board

The members of the corporation and the board of directors are one and the same.

Section 3. Proof of Eligibility

Proof of eligibility for membership shall be in the form of a resolution from the prospective member's tribe, passed at a duly-convened meeting of the tribe's general council or tribal council. The resolution shall state that the designated person is the recognized chairman of the tribe, and that the tribe authorizes him to be a member of this corporation at the direction of the tribe. Proof of eligibility shall be submitted by the respective tribes upon each change of chairman.

Section 4. Alternate Members

In the event the regularly designated tribal chairman cannot attend a meeting(s) of the corporation, his tribe may designate an alternate person to attend specified meeting(s) in the absent chairmen's place. The alternate designation shall be in writing. The tribe may, at their option, designate an alternate representative to attend meetings of the corporation; provided that only one representative from each tribe is allowed to vote only in the absence of the regularly designated tribal chairman.

Section 5. Resignation

Any member may resign by filing a written resignation with the Secretary.

Section 6. Reinstatement

Upon written request, signed by the former member and filed with the Secretary, the members shall reinstate the former member with full privileges of membership, provided that said former member meets the other requirements of this Article.

ARTICLE IV

VOTING RIGHTS

Section 1.

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

Section 2. Proxies

Voting by proxy shall not be allowed.

ARTICLE V

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE VI

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

ARTICLE VII

DIRECTORS

Powers

(a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these by-laws-relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

(iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

(iv) 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.

ARTICLE VIII

MEETINGS

Section 1. Regular Meetings

Regular meetings shall be held at the Southern California Tribal Chairmen's Association offices, or at a designated location, on the third Tuesday of each month unless otherwise ordered by the band. Notice of regular meetings is waived.

Section 2. Special Meetings

Special meetings may be called at any time by the Chairman of this Association, or by a majority of the members.

Section 3. Notice of Special Meetings

Notice shall be mailed or personally delivered to each member at least one week prior to any special meetings, except that the Chairman or a majority of the members may give forty-eight (48) hours notice by phone or telegram when the Chairman or a majority of the members determines that an emergency exists.

Section 4. Waiver of Notice

The Transactions of any meeting of the members, however called and noticed, and wherever held, shall be as valid as though at a meeting duly held at the regular call and notice if a quorum be present, and if either before or after the meeting each of the members not present signs a written waiver of notice, or a consent to holding such 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 5. Action Without Meeting

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

Section 6. Place of Meeting

Regular meetings of the board of directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at various locations, including the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Article VIII, a regular or special meeting of the board of directors may be held at any place consented to by telephone or in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 7. Meetings by Telephone

Any meeting, regular or special, may be held by conference, telephone or similar communication equipment, so long as all members participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meetings.

Section 8. Quorum

A quorum shall consist of those authorized members present, but no fewer than six members.

Section 9. Open Meetings

Meetings shall be open to the public unless an executive session is called by the Chairman or a majority of the members. Debate shall be limited to members, unless the person wishing to speak is on the agenda, or unless a majority of the members votes to suspend this rule. The chairman may limit debate to a specified length of time or may limit equally the time of each person allowed to speak.

Section 10. Agenda

There shall be provided a written agenda for each member seven days in advance of each regular meeting. A written agenda shall be provided at the time of convening of each special meeting.

ARTICLE IX

OFFICERS

Section 1. Officers

The officers of the corporation shall be a president, a secretary and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed in accordance with the provisions of that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

Section 2. Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article shall be chosen by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Terms of Officers

Officers shall serve a term of two years, provided that vacancies shall be filled as soon as possible.

Section 4. Removal of Officers

Subject to their rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

Section 5. Resignation of Officers

Any officer may resign at any time, by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

Section 7. Responsibilities of Officers

(a) Chairman of the Board. If such an officer be elected, the chairman of the board shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the by-laws. If there is no president, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph (b) below.

(b) President. Subject to such supervisory powers as may be given by the board of directors to the chairman of the board, if any, the president shall, subject to the control of the board of directors, generally supervise, direct and control the business and the officers of the corporation. The president shall preside at any meeting of the board in absence of the chairman of the board. He shall have such other powers and duties as may be prescribed by the board of directors or the by-laws.

(c) Vice President. In the absence or disability of the president the vice presidents, if any, in order of their rank as fixed by the board of directors, or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the chairman of the board.

(d) Secretary. The secretary shall attend to the following:

(i) Book of minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meeting and actions of directors, committees of directors, and members with the time and place of holding, whether regular or special and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(ii) Membership records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the board of directors, a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each.

(iii) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by the by-laws to be given. The secretary shall keep the seal of the corporation in safe custody. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(e) Treasurer. The treasurer shall attend to the following:

(i) Books of account. The treasurer will provide oversight to maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times by written request to treasurer's office.

(ii) Deposit and disbursement of money and valuables. The treasurer shall ensure that the finance officer deposits all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors, shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(iii) Bond. The board of directors instruct and ensure that the finance officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. Definitions

For the purpose of this Article:

(a) “agent” means any person who is or was a director, officers, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) “expenses” includes without limitation, all attorneys fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense by Agent

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought By Persons Other Than The Corporation

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such a person is or was an agent of this corporation, for all expenses, judgments, fines settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action Brought By Or On Behalf Of The Corporation

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, or itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of determination of good faith conduct.
The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) the board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) the members by an affirmative vote (or written ballot in accord with Article VIII, Section 5) of a majority of the members represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

(iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 6. Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(iii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8. Contractual Rights of Nondirectors And Nonofficers

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XI

RECORDS AND REPORTS

Section 1. Maintenance Of Corporate Records

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its members, board, and committees of the board;
- (c) A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state.

Section 2. Maintenance And Inspection Of Articles And Bylaws

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the articles 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 executive office of the corporation is outside the State of 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 and bylaws as amended to date.

Section 3. Inspection By Directors

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

Section 4. Annual Report

(a) Not later than 120 days after the close of the corporation's fiscal year, the board shall cause an annual report to be sent to the members. Such report shall contain the following information in reasonable detail:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(3) The revenue or receipts of corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by Section 6 of this Article.

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

Section 5. Annual Statement Of Certain Transactions And Indemnifications

No later than the time the corporation gives its annual support, if any, to the members, and in any event no later than 120 days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to each member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

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

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

(2) Any holder of more than 10% of the voting power of the corporation, its parent or its subsidiary; if such transaction involved over \$40,000, or was one of a number of transactions with the same person involving in the aggregate, over \$40,000.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article XII hereof, unless such

indemnification has already been approved by the members pursuant to Section 5(b)(ii) of Article XII.

ARTICLE XII

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 above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the corporation and a natural person.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition, shall be the parliamentary authority to the extent it does not contract these bylaws.

ARTICLE XIV

AMENDMENTS

Section 1. Amendment Of Articles

The Articles of Incorporation shall be amended or repealed, or new articles may be adopted, only by a vote of three-fourths (3/4) of the members present at a duly noticed meeting in the presence of a quorum.

Section 2. Amendment of Bylaws

New Bylaws may be adopted, or these Bylaws may be amended or repealed by a majority vote of the members present in a duly noticed meeting in the presence of a quorum.

ARTICLE XV

TABLING OF MATTERS OF SPECIAL INTEREST TO INDIVIDUAL RESERVATIONS

When in the course of any debate, a majority of members present of this Association shall declare that the matter under consideration is of such importance that they do not wish to case a vote until they have received directions from their Band, the matter under consideration shall be tabled for one (1) month.

**MINUTES OF MEMBERS'
MEETING OF NOVEMBER 6, 2012, of
SCTCA, a California Non-profit Corporation**

Time of Meeting: 10:18 a.m.

Date: November 6, 2012

Place: South Point Hotel Casino & Spa, Las Vegas, NV

The following directors/members, constituting a quorum of the full board/ membership were present at the meeting:

Luther Salgado, Sr., Robert Pinto, Sr., Harry P. Cuero, Virgil Perez, Leia Arviso, Raymond Hunter, Sr., LaVonne Peck, Eric LaChappa, John Elliott, Mark Romero, Robert Smith, Stephanie Spencer, Allen Lawson and Anthoy R. Pico.

Absent

Edwin "Thorpe" Romero (Barona), Edward D. SMith (Chemehuevi), Shane Chapparosa (Los Coyotes), Randall Majel (Pauma), Dan Tucker (Sycuan).

NOTICE: The Chairman stated that the meeting was held pursuant to (either: written advance notice, or; written waiver of notice thereof and consent. thereto signed by all the directors present).

BYLAWS

The matter of adoption of amendments to the bylaws corporation was next considered. The secretary presented to the meeting a form of amendments to the bylaws which was duly considered and discussed. On motion duly made, seconded and unanimously carried, the following were adopted.

WHEREAS, the members (or board) of this corporation have determinated that the best interests of this corporation will be served by the adoption of amendments to the bylaws as set forth in exhibits A, B, ... etc., hereto.

THEREFORE, BE IT RESOLVED, that the amendments to the bylaws presented to this meeting and discussed are hereby adopted;

RESOLVED FURTHER, that the secretary of this corporation is authorized and directed to execute a certificate of the adoption of these amendments to the bylaws and to insert them as so certified in the book of minutes of this corporation, and to see that a copy of the amendment, similarly certified, is kept at the principal office for the transaction of business of this corporation.