

**BY-LAWS  
OF  
BEACON OF LIGHT FOUNDATION**

**ARTICLE I**

The principal office of this foundation shall be located at **5234 Hollister Avenue, Santa Barbara, California 93111** The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another.

**ARTICLE 11**

**BOARD OF DIRECTORS**

Section 1. Number of Directors. The Board of Directors shall consist of a minimum of seven (7) and a maximum of eleven (11) members, until changed by amendment of these By-Laws as hereinafter provided, and a majority of the Board shall constitute a quorum for the transaction of business.

Section 2. Powers of Directors. All corporate powers of the foundation shall be exercised by or under the authority of, and the business and affairs of the foundation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers: (a) to fix compensation of all the other officers, agents and employees of the foundation and require from them security for faithful service; (b) to conduct, manage and control the affairs and business of the foundation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem best; (c) to change the principal office for the transaction of the business of the foundation from one location to another; to fix and locate from time to time one or more subsidiary offices of the foundation within or without the State of California; designate any place within or without the State of California for the holding of any Directors' 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 judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

Section 3. Eligibility Election and Terms of Office. The initial Directors shall be appointed to the Board by the founder. **Persons salaried, or whose services are regularly remunerated, by the Board may not serve as voting members of the Board. Directors shall normally be elected at the annual meeting by a majority vote of the Directors then serving in office. Directors shall be elected for a term of three years. A Director may be elected to a second consecutive three-year term only. A Director may be re-elected to the Board after a lapse of one year in office.**

Section 4. Vacancies. Any vacancy or vacancies on the Board of Directors resulting from death, **disqualification**, incapacity, resignation, removal or otherwise, shall be filled by appointment by the founder or a majority of the Board of Directors in her absence, and shall serve the remaining term.

Section 5. Place of Meetings. Regular meetings of the Board of Directors shall be held any place within or without the State of California which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the foundation. Special meetings of the Board may be held either at a place designated or at the principal office.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly.