

Shirley's copy

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Jesse L. Steinfeld, M.D.
U.S. Surgeon General, 1969-1973
Luther Terry, M.D.
U.S. Surgeon General, 1961-1965
Peggy & Edgar Wayburn
(Titles and organizations used for
identification purposes only.)

CALIFORNIA
Nonsmokers' Rights Foundation

2054 University Avenue, Suite 500 Berkeley, CA 94704 (415) 841-3032

March 25, 1983

Irene,

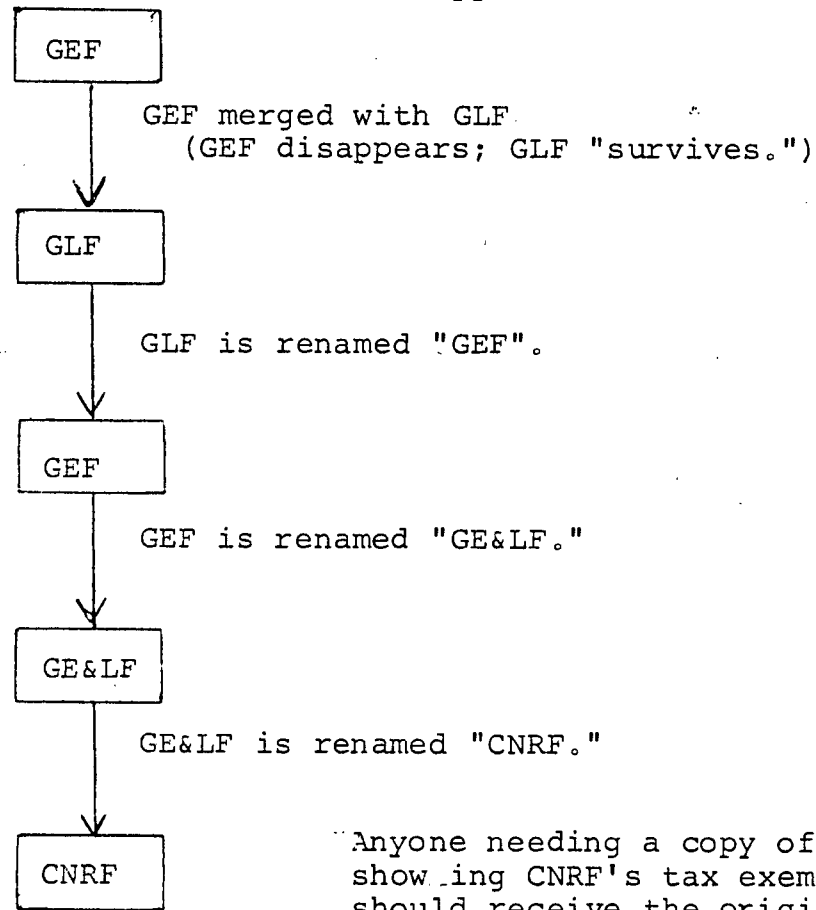
These came from Jim Munroe at the IRS office in San Francisco. Please look at them carefully. Page 2 shows the EIN of GLF (which is as it is supposed to be) but look at the "name change" on pages 2 & 3. Page 4 looks OK.

Does anything need to be corrected or did they actually state the facts properly in their own inimitable, roundabout way? Let me know if I need to do anything.

Bobbie

3/28/83
Bobbie,

Jim Munroe has it right. Here is what and how it happened:



Anyone needing a copy of the letter showing CNRF's tax exempt status should receive the original letter to GLF acknowledging its tax-exempt status, plus the three letters attached, dated March 23, 1983, which reference EIN # 23-7377947.

Simple, isn't it?

Irene

President

Stanton A. Glantz, Ph.D.

Vice Presidents

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Virginia Enster, Ph.D.

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Jesse L. Steinfeld, M.D.

Luther Terry, M.D.

Executive Director

Charles Mawson

CALIFORNIANS FOR

Non smokers' Rights

2054 University Avenue, Suite 500 Berkeley, CA 94704 (415) 841-3032

November 8, 1983

Registry of Charitable Trusts

P.O. Box 13447

Sacramento, Ca. 95813

Ladies and Gentlemen:

Enclosed is our
Registration Form CT-1.

Sincerely

Irene Peterson
Treasurer205 WASHINGTON AVE #101
SANTA MONICA, CA 90403
(213) 683-7529

See other side
for instructions

STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS
P. O. Box 13447
SACRAMENTO, CALIFORNIA 95813

REGISTRATION FORM

1. Official name and mailing address of organization: Federal Employer
Identification Number _____
CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION
P.O. BOX 668
BERKELEY, CA 94701
2. Names and addresses of all trustees or directors and officers (attach list if necessary):
SEE ATTACHED LIST
3. Attach a statement fully describing the activities in which the organization expects to engage, including the standards, criteria, procedures or other means adopted or planned for carrying out the activities, the anticipated sources of revenue and the nature of contemplated expenditures. (A copy of the material submitted with the application for Federal or State tax exemption will normally provide this information.) If the organization is based outside California, comment fully on the extent of activities in California and how the California activities relate to total activities. In addition, list all funds, property and other assets held or expected to be held in California.
4. a) If assets (funds, property, etc.) have been received, enter the date first received. 7/1/83. Financial statements for past accounting periods may be required. See instructions on reverse.
b) If assets (funds, property, etc.) have not been received, enter the date when such receipts are first expected. _____.
5. Annual accounting period adopted: Fiscal year ending _____, or calendar year ☒.
6. a) Corporations - Furnish a copy of the Articles of Incorporation. If incorporated outside California, enter the date the corporation qualified through the California Secretary of State's Office to conduct activities in California. _____
b) Unincorporated Entities - Furnish a copy of the instrument creating the organization.
c) All - Furnish a copy of the Federal Exemption Determination Letter.

X *James Peterson* TREASURER
Signature Title

204 WASHINGTON AVE #101, SANTA MONICA
Address CA 90403

8 November 8, 1983 (213) 395-8069 (eve),
Date Telephone Number

(213) 683-7029 (day)

Registration No. CT 52364

Date of Registration 11/29/83

For Registry use only

INSTRUCTIONS FOR PREPARING AND FILING

REGISTRATION FORM

(Section References are to the California Government Code)

WHO MUST FILE

Every charitable corporation and every trustee (includes unincorporated associations) holding assets for charitable purposes or doing business in the State of California must register with the Attorney General, except those exempted by Section 12583. Corporations which are organized and operated primarily as a hospital, a school or a religious organization are exempted by Section 12583. If exemption is claimed, furnish complete substantiating details.

WHEN TO FILE

Pursuant to Section 12585, registration is required of every trustee subject to the Uniform Supervision of Trustees for Charitable Purposes Act within six months after receipts of assets (cash or other forms of property) for the charitable purposes for which organized.

FINANCIAL STATEMENTS (Item 4)

Financial statements must be furnished with this Registration Form for any past accounting periods during which the organization was subject to the registration requirement. We will accept legible copies of independent audit reports, financial statements or copies of Form 990, 990AR, 990PF, etc., filed with the Internal Revenue Service or Form 199 filed with the California Franchise Tax Board.

Financial reports for all future accounting periods must be on our Form CT-2.

EXECUTION OF REGISTRATION FORM

Where there is a single trustee, the form is to be executed by that individual.

Where there is a group of individuals or corporation holding as trustees, any one of the trustees may execute the form. In the case of a charitable corporation, the form should be executed by an authorized officer.

WHERE TO FILE

Forward the completed form to the Registry of Charitable Trusts, P. O. Box 13447, Sacramento, CA 95813. Retain one copy for your records.

If additional information is required, please refer to the Uniform Supervision of Trustees for Charitable Purposes Act (Gov. Code Secs. 12580-12597) and the Administrative Rules and Regulations pursuant to the Act (Calif. Adm. Code, Title 11, Secs. 300-306 and 310).

STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS
P. O. Box 13447
SACRAMENTO, CALIFORNIA 95813

REGISTRATION FORM

See other side for instructions

1. Official name and mailing address of organization:

Group Against Smoking Pollution Legal Fund
4779 Hartnett Avenue
Richmond, California 94804

Federal Employer
Identification Number

(will supply when
received)

2. Form of organization: (Check appropriate box)

☐ Corporation No. _____ Date filed with Secretary of State _____

☒ Association

☐ Inter Vivos Trust of _____

Date of trust instrument _____

☐ Testamentary Trust—Estate of _____

Will probated in County of _____ Probate No. _____

Decree of Distribution or last account filed on _____

3. Names and addresses of all trustees or directors and officers (attach list if necessary):

David M. Peterson, 4779 Hartnett Ave., Richmond, Ca.; president & director.

Irene Peterson, address same as above; treasurer & director

Helen Story, 1353 Neilson St., Berkeley, Ca.; vice-pres. & director.

Mr. S. H. LaClair, 711 Old Canyon Rd., Fremont, Ca.; Secretary & director.

Mr. Bruce Shourt, P. O. Box 4400, San Francisco, Ca.; second vice-president & director.

4. Purpose for which established.

To undertake legal and educational efforts on behalf of non-smokers' rights to breath clean air uncontaminated by tobacco smoke.

5. Have any funds or other assets been received? No _____ Yes ☒, date first received Dec. 13, 1973

If "Yes," attach financial statements as required in the instructions.

If "No," advise us when funds or other assets are received so registration can be completed.

6. Annual accounting period adopted: Fiscal year ending _____, or calendar year ☒.

7. Attached are copies of the following documents as required by the instructions:

☐ Articles of Incorporation

☐ Trust Instrument

☒ Bylaws

☐ Will of _____

☒ Association Instrument

☐ Decree of Distribution

☐ Financial Statements

☐ Federal Exemption Determination Letter
(will forward when received)

Executed by

Date February 27, 1974

David M. Peterson, President

SIGNATURE

TITLE

4779 Hartnett Ave., Richmond, Ca. 94804

ADDRESS

Registration No. CT 15173

Date of Registration 3-26-74

For Registry use only

MAR 5 10 54 AM '74

INSTRUCTIONS FOR PREPARING AND FILING REGISTRATION FORM

WHO MUST FILE

Pursuant to Calif. Gov. Code Sec. 12581 and Calif. Adm. Code, Title 11, Sec. 300, every charitable corporation and every trustee holding assets for charitable purposes in the State of California must register with the Attorney General, except those exempted by Calif. Government Code Sec. 12583.

WHEN TO FILE

Pursuant to Sec. 12585 of the Calif. Gov. Code and Sec. 300, Calif. Adm. Code, Title 11, every Trustee subject to the Uniform Supervision of Trustees for Charitable Purposes Act shall file with the Attorney General within six months after any part of the income or principal is authorized or required to be applied to charitable purposes.

FINANCIAL STATEMENTS (Item 5)

In the case of newly created charitable organizations, an opening balance sheet is required showing the initial composition of assets, and liabilities, if any, which activated the organization. In the case of established organizations which have recently authorized or required any part of their income or principal to be applied to a charitable purpose, the balance sheet should show only those charitable assets and liabilities, if any, on the date they were so designated.

Foreign corporations holding assets for charitable purposes and recently qualifying to do business in California must file complete financial statements meeting our requirements for the last two fiscal years preceding the filing of this Registration Form, CT-1.

Tardy registrants must file complete financial statements meeting our requirements for each fiscal year they have been subject to Calif. Gov. Code Sec. 12586, and Calif. Adm. Code, Title 11, Sec. 305-306.

DOCUMENTS REQUIRED TO BE ATTACHED (Item 7)

Corporation: A certified copy of the Articles of Incorporation, amendments thereto, and Bylaws.

Association: A copy of the Constitution and Bylaws, or instrument under which it is organized and operates.

Inter Vivos Trust: A certified copy of instrument creating Trust.

Testamentary Trust: A certified copy of Will and Decree of Distribution.

All Registrants: A copy of your federal exemption determination letter is very useful when available.

EXECUTION OF REGISTRATION FORM

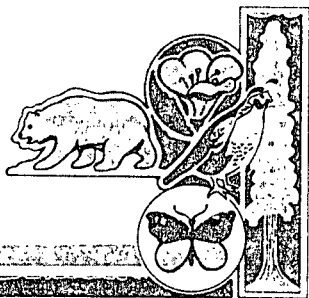
Where there is a single trustee, the form is to be executed by that individual.

Where there is a group of individuals or corporation holding as trustees, any one of the trustees may execute the form. In the case of a charitable corporation the form should be executed by an authorized officer.

WHERE TO FILE

Please forward one copy of completed form to the Registry of Charitable Trusts, P.O. Box 13447, Sacramento 95813. Retain one copy for your records.

If additional information is required, please refer to the Uniform Supervision of Trustees for Charitable Purposes Act (Gov. Code Secs. 12580-12597) and the Administrative Rules and Regulations pursuant to the Act (Calif. Adm. Code, Title 11, Secs. 300-310).



State
of
California

OFFICE OF THE SECRETARY OF STATE

RECEIVED JAN 28 1986

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
JAN 22 1986



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

JAN 18 1986

MARCH FOIST EJ, Secretary of State

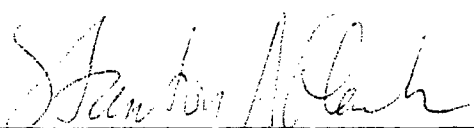
By JAMES E. HARRIS
Deputy

STANTON A. GLANTZ and ROBERT STERN certify that:

1. They are the president and the secretary, respectively, of CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION, a California corporation.
2. Article B of the articles of incorporation of this corporation is amended to read as follows:
"The name of this corporation is AMERICAN NONSMOKERS' RIGHTS FOUNDATION."
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 20, 1985


STANTON A. GLANTZ, President


ROBERT STERN, Secretary

REGISTRY OF
CHARITABLE TRUSTS
MAY 14 1986

President
Stanton A. Glantz, Ph.D.

Vice Presidents
Michael P. Eriksen, Sc.D.
William Rothbard
William P. Hoffman, Jr.

Secretary
Robert Stern

Treasurer
Dorothy P. Rice

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Walt Blifsky
David Burns, M.D.
Robert Fries
Michael C. Grimes
Peter Hanauer
Paul Loveday
Daniel Lowenstein
Merrill J. Matchett
Charles Mawson
Howard Mitchell
Michael Parker
Irene Peterson
Stanley A. Rubin, M.D.
Archie K. Suelzle
Raymond L. Weisberg, M.D.
Lowell Young

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Lynn Adams
William E. Bloomfield, Sr.
Clarence Heller
Wallace E. Hunt, Jr.
Allan K. Jonas
Phillip R. Lee, M.D.
Linus Pauling, Ph.D.
Michael Pertschuk
Arthur Rock
Stanley Shelnbaum
Jesse L. Steinfeld, M.D.

Executive Director
Denise Kivlen

AMERICAN
Nonsmokers' Rights Foundation

2054 University Avenue, Suite 500 Berkeley, CA 94704 (415) 841-3032

March 13, 1986

The Attorney General of California
Registry of Charitable Trusts
P. O. Box 13447
Sacramento, CA 95813

Re: #15173

To Whom It May Concern:

Please find enclosed a copy of the certified Certificate of Amendment of Articles of Incorporation which was filed with the office of Secretary of State March Fong Eu.

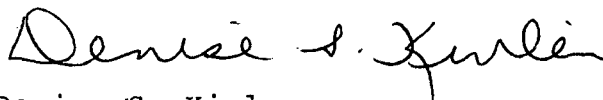
The document declares a name change only: from the former name CALIFORNIA Nonsmokers' Rights Foundation to the new name, AMERICAN Nonsmokers' Rights Foundation.

We hope that in providing you a copy of this document, your records might be updated or cross-referenced accordingly. Thus, all our future correspondence effected through your offices should be handled with a minimum of confusion.

Please contact us at the above phone number if there are any questions regarding this very important change.

Also, please send certification of receipt and endorsement.

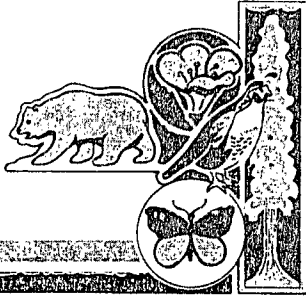
Sincerely,



Denise S. Kivlen
EXECUTIVE DIRECTOR

DK/lc
encl

REGISTRY OF
CHARITABLE TRUSTS
MAR 19 86



State
of
California

OFFICE OF THE SECRETARY OF STATE

RECEIVED JAN 28 1986

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
JAN 22 1986



March Fong Eu

Secretary of State

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

JAN 18 1986

MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

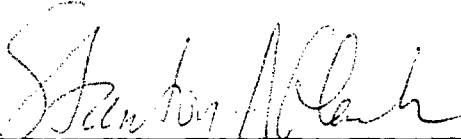
STANTON A. GLANTZ and ROBERT STERN certify that:

1. They are the president and the secretary, respectively, of CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION, a California corporation.
2. Article B of the articles of incorporation of this corporation is amended to read as follows:

"The name of this corporation is AMERICAN NONSMOKERS' RIGHTS FOUNDATION."
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 20, 1985


STANTON A. GLANTZ, President


ROBERT STERN, Secretary

15173

SUS

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

JAN 18 1986

MARCH 1986 EL, Secretary of State

by JAMES E. HARRIS
Deputy

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

STANTON A. GLANTZ and ROBERT STERN certify that:

1. They are the president and the secretary, respectively, of CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION, a California corporation.
2. Article B of the articles of incorporation of this corporation is amended to read as follows:
"The name of this corporation is AMERICAN NONSMOKERS' RIGHTS FOUNDATION."
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 20, 1985


STANTON A. GLANTZ, President


ROBERT STERN, Secretary

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
AMERICAN NONSMOKERS' RIGHTS FOUNDATION

FEB 10 2003

KEVIN SHELLEY
Secretary of State

Mark Pertschuk and Patricia Lozada-Santone certify that:

1. They are the President and the Secretary, respectively, of American Nonsmokers' Rights Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Articles of Incorporation.
3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.
4. This corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

DATED: 1/25, 2003



Mark Pertschuk, President

DATED: January 25, 2003



Patricia Lozada-Santone, Secretary

RECEIVED

APR 08 2003

Attorney General's
Registry of Charitable Trusts

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN NONSMOKERS' RIGHTS FOUNDATION

ARTICLE I

The name of this corporation is American Nonsmokers' Rights Foundation.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), to promote public health, including but not limited to:

- 1) Collecting and disseminating accurate scientific information about the health effects of secondhand smoke exposure;
- 2) Empowering the public to protect itself from secondhand smoke exposure by providing information on methods and strategies for achieving smokefree venues, including tracking and analysis of existing legislation regulating tobacco smoke, preparing model smokefree policies, and collecting and disseminating accurate data on the economic impact of smokefree policies;
- 3) Promoting clean indoor air as the cultural norm;
- 4) Designing and implementing educational programs for young people to encourage them to remain nonsmokers and to help them learn methods for advocating for smokefree environments;
- 5) Supporting measures that limit the influence of the tobacco industry on public health policy, including tracking the industry, its allies and front groups; and
- 6) Supporting litigation where appropriate.

ARTICLE III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code.

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
AMERICANS FOR NONSMOKERS' RIGHTS

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

FEB 6 2003

KEVIN SHELLEY
Secretary of State

certify that: Mark Pertschuk and Patricia Lozada-Santone

1. They are the President and the Secretary, respectively, of Americans for Nonsmokers' Rights, a California nonprofit public benefit corporation.

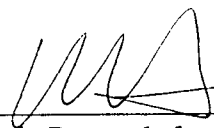
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Articles of Incorporation.

3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.

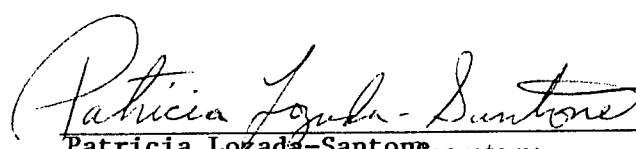
4. This corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

DATED: 11/25, 2003


Mark Pertschuk, President

DATED: January 25, 2003


Patricia Lozada-Santone, Secretary

RECEIVED

APR 09 2003

Attorney General's
Registry of Charitable Trusts

10012704

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICANS FOR NONSMOKERS' RIGHTS

ARTICLE I

The name of this corporation is Americans for Nonsmokers' Rights.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.

B. The specific and primary purpose of this corporation is to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), and within the meaning of Section 23701(f) of the California Revenue and Taxation Code, through activities to promote public health, including but not limited to:

- 1) Supporting the adoption of voluntary, legislative and regulatory policy that eliminates secondhand smoke exposure;
- 2) Promoting clean indoor air as the cultural norm;
- 3) Monitoring, exposing, and countering the efforts by the tobacco industry and its allies to prevent the establishment of smokefree policies;
- 4) Supporting measures that limit the influence of the tobacco industry on public health policy; and
- 5) Supporting litigation where appropriate.

ARTICLE III

This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(4) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any ac-

tivities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.

ARTICLE IV

The property of this corporation is irrevocably dedicated to social welfare purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for social welfare purposes and that has established its tax-exempt status under Section 501(c)(4) of the Code (or, at the option of the Board of Directors of this corporation, to a nonprofit organization organized and operated exclusively for charitable or educational purposes which has established its tax-exempt status under Section 501(c)(3) of the Code).

1143109
ENDORSED
FILED

In the office of the Secretary of State
of the State of California

MAY 27 1983

MARCH FONG EU, Secretary of State

Gloria J. Carroll
Deputy

ARTICLES OF INCORPORATION
OF

CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION

A. An existing unincorporated association named CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION is being incorporated by the filing of these articles under the name set forth below.

B. The name of this corporation is:

CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION

C. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

D. The purposes of this corporation are:

1. to collect and disseminate information about the contents of, distribution of, and effects of tobacco smoke and about social, institutional and legislative responses and attitudes to the smoking of tobacco and, in so doing, to present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion; and

2. to provide funds for the protection of non-smokers from tobacco smoke by litigation under existing laws.

E. The name and address of this corporation's initial agent for service of process is:

Charles Mawson
1118 Lake Glen Way
Sacramento, CA 95822

F. Use and distribution of property and income:

1. The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member of this corporation, or to the benefit of any private person.

2. Upon the winding up or dissolution of this corporation, and after paying or adequately providing for the debts and liabilities of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of the United States.

G. Activities:

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the

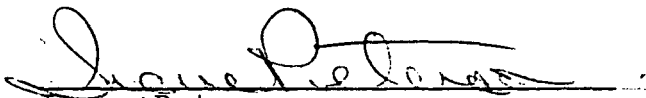
Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing of or distribution of statements), any political campaign on behalf of any candidate for public office.

Dated: May 21, 1983


Irene Peterson, Incorporator

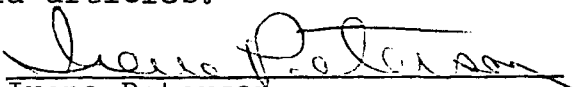
I hereby declare that I am the person who executed the above Articles of Incorporation, which execution is my act and deed.

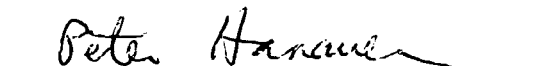

Irene Peterson

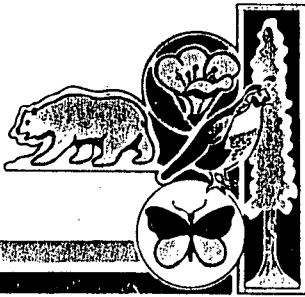
DECLARATION

IRENE PETERSON and PETER HANAUER declare under penalty of perjury under the laws of the State of California that they are members of the Board of Directors of CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION, the unincorporated association referred to in the Articles of Incorporation to which this declaration is attached, and that said association has duly authorized its incorporation by means of said articles.

Date: May 25, 1983


Irene Peterson


Peter Hanauer



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUN 6 1983



March Fong Eu

Secretary of State

1143109

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

MAY 27 1983.

MARCH FONG EU, Secretary of State

Gloria J. Carroll
Deputy

ARTICLES OF INCORPORATION

OF

CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION

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Charles Mawson
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2. Upon the winding up or dissolution of this corporation, and after paying or adequately providing for the debts and liabilities of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of the United States.


G. Activities:

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the

Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing of or distribution of statements), any political campaign on behalf of any candidate for public office.

Dated: May 21, 1983


Irene Peterson, Incorporator

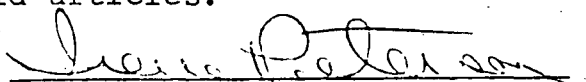
I hereby declare that I am the person who executed the above Articles of Incorporation, which execution is my act and deed.


Irene Peterson

DECLARATION

IRENE PETERSON and PETER HANAUER declare under penalty of perjury under the laws of the State of California that they are members of the Board of Directors of CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION, the unincorporated association referred to in the Articles of Incorporation to which this declaration is attached, and that said association has duly authorized its incorporation by means of said articles.

Date: May 25, 1983


Irene Peterson


Peter Hanauer

CALIFORNIA Nonsmokers' Rights Foundation

2054 University Avenue, Suite 500 Berkeley, CA 94704 (415) 841-3032

March 17, 1983

Mr. James R. Smith,
General Manager
KRON-TV
1001 Van Ness Ave.
San Francisco, CA 94119

Dear Mr. Smith:

Stan Glantz has asked me to write you concerning your ideas for "Death in the West." We are pleased that you will be airing the program in conjunction with an educational curriculum directed at school-aged children. To this end, we have begun initial planning with Ms. Joan Haskin, Health Coordinator, San Francisco Unified School District, and Mr. Charles Mawson, Executive Director, California Nonsmokers' Rights Foundation. Both strongly support your proposal and ensure the cooperation of their offices in this endeavor. Our preliminary discussions with senior coordinators of the public schools in Marin, Alameda, and Contra Costa counties indicate that the active support for "Death in the West" will be wide-spread.

Currently, "Death in the West" is begin shown regularly throughout the country. We have had many requests for an integrated educational curriculum to supplement the program. We anticipate, therefore, that this airing will serve as a model for other television stations.

Our experience with "Death in the West," coupled with the input of interested school personnel, suggest that the following 4-part curriculum will maximize the impact of the program. If, as you have stated, "Death in the West" is aired on a Thursday, the following would occur in hundreds of classrooms throughout your viewing area:

- On Monday, teachers would introduce the special curriculum and would assign all students the task of interviewing an adult cigarette smoker, using a provided "Smokers' Interview" form. This home-work would be due the following day.
- On Tuesday, students would experience the first full activity in the curriculum. The interview data will be discussed, with emphasis placed on the nature of addiction. Teachers will demonstrate

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Post President, Sierra Club

- On Wednesday, students will master 12 important, though relatively unknown facts about the physiological effects of cigarette smoking. This will be accomplished via a game developed for this purpose by the Lawrence Hall of Science called "Facts About Cigarettes 'They' Don't Want You to Know.". Students will discuss the poisonous nature of nicotine and carbon monoxide; they will also consider the possibility that cigarette companies may not be overly eager for the public to know about the health hazards of smoking.
- On Thursday, students will be exposed to the issues surrounding cigarette advertising. Specifically, students will consider the difference between the stated advertising policy of the cigarette companies and information uncovered by the Federal Trade Commission regarding the actual campaigns of the tobacco industry to attract youngsters to smoking. The tobacco industry's attempt to suppress the FTC document provides additional evidence regarding the manipulation of the public's understanding of the nature of cigarette advertisements and the hazards of smoking. Students will also be introduced to the history of cigarette advertising on television and radio and will receive a "Death in the West" Worksheet to be completed following their watching of the program.
- On Friday, following "Death in the West," students will discuss the program, their reactions, the impressions of those with whom they watched the program, and the information gathered by using the "Death in the West" Worksheet. The class will develop strategies to teach others about the hazards of smoking and the devious advertising tactics employed by the cigarette industry to attract young people to smoking. Students will also review key material presented in previous activities.

A detailed outline of this curriculum is attached.

In our conversation with Dave Wilson, he suggested that the 4 o'clock news program could serve as an effective format for promoting smoking prevention activities. With "Death in the West" being aired on a Thursday, coupled with a supplemental curriculum being implemented in the schools during that week, it would be advantageous to promote both the curriculum activities as they occur in schools throughout the Bay Area and the program itself. This could then become "Death in the West Week." We believe that a brief, daily segment on the 4 o'clock news--sufficiently late so as to permit youngsters and their families to see it--could supplement the activities that took place that day in school. We would, of course, be eager to assist in the production of such segments.

The creation of the educational materials for the schools and its dissemination is a 4-step process. A brief description of each stage follows, complete with a cost estimate and a tentative time line (based on a May 26th airing):

1. Development of Curriculum. The educational materials have, for the most part, already been carefully developed and tested.

We would be adapting portions of the Risk and Youth: Smoking Project's Smoking Prevention Curriculum for this endeavor. This program, developed at the Lawrence Hall of Science under the direction of Dr. Herbert Thier, Associate Director of the Hall, required three years of trials and testing and is currently the state-of-the-art in smoking prevention programs. The additional time required to adapt and modify those activities chosen for the "Death in the West" curriculum would be donated by Dr. Glantz, myself and others. The materials would be ready for production by April 8th.

2. Production. This will include all type-setting, graphics and printing. Initial estimates indicate that a minimum of 10,000 packets will be required. The ultimate cost of producing these packets will be determined by the level of excellence we choose. A multi-color printing is obviously more expensive than a black and white version, for example. We estimate that production costs will fall into the \$7,000-\$9,500 range, depending on the number of packets produced and the level of production. All materials must be available by the week of April 25th.
3. Publicity & Dissemination. General community publicity of the event and dissemination of the educational materials will be coordinated by the staff of the California Nonsmokers' Rights Foundation. They will provide the bulk of the administrative support and perform related tasks for this project. We estimate that these responsibilities will require a minimum of 3 man-months; this is an out-of-pocket expense of roughly \$6,500. CNRF is a 501(c)3 non-profit, tax exempt, tax deductible, educational foundation.
4. Evaluation. The systematic evaluation of this effort is required to determine the impact of both "Death in the West" and the educational materials. A sound evaluation will maximize the national publicity of the program by enabling us to state with confidence what effects the experience had on those who were involved. An evaluation will also firmly establish this project as a model for others to emulate.

There are two possible evaluation plans from which to choose. Plan A, the Formal Field Evaluation, would require the selection of three target groups of students: a Full Treatment Condition, composed of students who participated in the curriculum and who watched "Death in the West"; a Partial Treatment Condition, comprised of students who did not experience the curriculum, but did watch "Death in the West"; and a Control Condition, involving students who neither participated in the curriculum nor saw "Death in the West." Each condition would require a minimum of 200-300 randomly selected students (roughly 10-15 classrooms); all selected students would complete a brief questionnaire before and after "Death in the West" Week. Plan A is based on a widely accepted assessment method and would be recognized throughout the country

as an appropriate evaluation procedure.

Plan B, the Survey Evaluation, would involve the voluntary feedback of classrooms employing the curriculum. Evaluation questionnaires would be included in every curriculum packet, accompanied by an addressed, stamped envelope for prompt return of the completed surveys. This approach would not permit the systematic evaluation of the overall program or its components, but would provide important insights into the strengths and weaknesses of the project.

The evaluation and necessary questionnaires for either plan will be designed by Dr. Glantz and myself; our time for these tasks will be donated to the project. The estimated out-of-pocket expenses for Plan A, including the printing of the questionnaires, data processing and computer use is \$4,500. The estimated expenses for Plan B, including survey printing, postage, data processing and computer use is \$1,500. Analysis of the data for either plan will be conducted by Dr. Glantz and myself and will require roughly 1.5 man-months. This time will be donated to the project.

In review, the estimated actual cost of the "Death in the West" curriculum, its production, dissemination and an evaluation of both the curriculum and the program is between \$15,000 and \$20,500. Actual costs will depend on the level of production chosen, number of materials printed, and the evaluation plan selected.

We are confident that this integrated educational effort will be effective in attracting many educators, students and their families to "Death in the West." This confidence is based on several points. First, the curriculum will draw upon the smoking prevention materials developed by the Lawrence Hall of Science. Second, we have a strong network of influential school administrators throughout the Greater Bay Area who will actively support this enterprise and are prepared to assist us in the dissemination of the curriculum. Finally, during the past six months we have been involved in a study of the impact of "Death in the West" on 4th to 12th grade students. Our findings are clear: after watching "Death in the West" students at all age levels are less trusting of the makers of Marlboro cigarettes, less trusting of the cigarette industry in general, and more aware of the hazards of cigarette smoking. These findings are important, since Marlboro is the largest selling cigarette among children. Clearly, "Death in the West" is a very powerful program.

We believe that this ambitious, cooperative effort will significantly change the cigarette-related attitudes of many youth and adults in the Bay Area and will serve as a model for other television stations and communities across the country. "Death in the West" Week will be an unforgettable experience for thousands of your viewers.

Sincerely,



cc: Stanton Glantz
Dave Wilson
Charles Mawson
Peter Hanauer
Herbert Thier
Joan Haskin

enclosure.

SUPPLEMENTAL EDUCATIONAL MATERIALS FOR

"DEATH IN THE WEST"

Activities 1 & 2: Something They Probably Don't Want You To Know:
Cigarettes Will Mess You Up!

Purpose

This two-part lesson is intended to teach that:

1. Cigarette smoke contains many tiny particles, including tar;
2. Anybody who smokes gets tar in their lungs, whether or not they use filter cigarettes;
3. Tar begins to build up in the lungs with the first cigarette;
4. Cigarette tar remains in human lungs for a very long time and hurts your breathing and your health;
5. Anybody who smokes can get hooked, as the addiction process begins with the first cigarette;
6. Almost all current smokers have tried to quit but find it very difficult; and,
7. There are 12 important facts about the physiological effects of cigarette smoking that very few people know.

Overview of Activities

The following activities will take place before the first session:

- Teachers will introduce the mini-curriculum; and,
- Students will be assigned the task of interviewing an adult cigarette smoker, using a provided "Smokers Interview" form.

The following activities will take place during the first session:

- Students will be exposed to a teacher-led demonstration of a "Smoking Machine";
- Students will discuss their findings from the interviews

of the adults smokers; and,

- Students will discuss the process of addiction, considering the power cigarettes have over someone who is hooked, the debilitating effects of being controlled by cigarettes, and the extent to which smokers go to attempt to rid themselves of their addiction.

The following activities will take place during the second session:

- Students will master 12 important facts about the physiological effects of cigarette smoking that are not generally known by the public (see Page 3);
- These facts will be discussed in relationship to the poisonous nature of nicotine and carbon monoxide; and,
- Students will consider why these facts about cigarettes and cigarette smoking are not known by most people, with specific consideration given to the possibility that the Tobacco Industry probably does not want the public to understand the dangers of cigarette smoking.

FACTS ABOUT CIGARETTES 'THEY' DON'T WANT YOU TO KNOW Answer Key

Statement

Answer

1. Cigarettes are dangerous if they have *any* of these two substances...
tar and nicotine—even if the cigarette has very small amounts of them.
2. You will *not* find this information on the side of a cigarette package...
any of the chemicals added to tobacco when cigarettes are made. There are over 300 things added!
3. This is something the cigarette companies will never tell you: if you breathe other people's smoke...
it's almost like you're smoking too!
4. This is an easy one. Cigarette smoking causes...
cancer, heart problems, and other serious ailments.
5. Cigarette companies probably want young people to begin smoking because...
if you get hooked when you are young, the cigarette companies will get a lot of your money!
6. Cigarette companies don't want you to know this about *nicotine*..
nicotine is a *poison* and was used by farmers as a pesticide! But it was *too strong* and the U.S. government banned it.
7. One of the gases that comes from a lit cigarette is...
carbon monoxide—the same gas that is in car and bus exhaust!
8. The cigarette companies will never tell you this about pregnant mothers who smoke...
a woman who is pregnant can badly harm her unborn baby by smoking.
9. This one is surprising! People who live with smokers...
get sick more often than people who don't live with smokers!
10. Although cigarette filters catch some of the tar...
the rest of the tar gets stuck to your lungs and stays there for a very long time.
11. It hurts when you begin to smoke because...
you are *burning* the inside of your mouth, throat, and lungs.
12. Hardly anyone knows this. People who smoke and have a heart attack...
have a much greater chance of dying—40% greater chance!

Activity 3: Do Cigarette Companies What You To Smoke?

Purpose

This session is intended to teach that:

1. The Tobacco Industry's stated policy about advertising standards and attracting youth to smoke are inconsistent with their actual advertising practices;
2. Cigarette advertisements are designed specifically to attract young people between the ages of 12-18 years to smoking; and,
3. The Tobacco Industry tried to keep important information from the public about their attempts to get young people to smoke cigarettes.

Overview of Activity

The following activities will take place during this session:

- Students will analyze and sort cigarette advertisements to identify the ways in which the Tobacco Industry attempts to attract young people to cigarette smoking;
- Students will analyze several documents concerning the advertising practices of cigarette companies:
 - the "Cigarette Industry Advertising Standards" statement of policy;
 - several Tobacco Institute ads ("Answers to the Most Asked Questions About Cigarettes"), specifically "Do Cigarette Companies Want Kids to Smoke?"; and,
 - the suppressed portion of Chapter II of the May 1981 Federal Trade Commission Report on the Cigarette Advertising Investigation.
- Students will discuss the cigarette industry's attempts to get young people to smoke and will relate this to addiction;
- Students will be introduced to the history of cigarette advertising on television and radio, with emphasis placed on the decline of cigarette sales during the "equal time" anti-smoking advertisements period; and,

- Students will receive a "Death in the West" Worksheet to complete immediately following viewing of the program.

Activity 4: A TV Show You Were Never Supposed to See: "Death in the West"

Purpose

This session is intended to teach:

1. The makers of the most popular cigarette in the world did not want a television documentary about their product or company shown and kept the program off of the air;
2. "Death in the West" considers the smoking-related illnesses of six cowboys and their reactions to premature death;
3. Phillip Morris Company probably knows about the harmful effects of cigarette smoking but continues to sell their product; and,
4. While the cigarette industry continues to attract young people to smoking, they may be keeping other important facts from the public about the dangers of cigarette smoking and breathing the smoke from others' cigarettes.

Overview of Activities

The following activities would take place during this session:

- Students will discuss their reactions to "Death in the West" and the reactions of those who watched the program with them;
- Students will consider the information gathered by using the "Death in the West" Worksheet;
- Students will discuss the possible reasons why Phillip Morris suppressed the program;
- The class will generate strategies to teach others about the hazards of smoking and the clever tactics used by the cigarette industry to attract young people to smoking; and,
- Students will review material presented in previous activities.

e. The foundation collects and distributes on request information about scientific research on the effect of second-hand smoke on nonsmokers.

f. The foundation provides speakers for groups and radio and television programs.

g. The Candy Cigarette Project. The foundation* has obtained the volunteer services of Captain Kangaroo to make a public service announcement tape for television, to call the attention of the public to the manner in which candy cigarettes are used to present smoking as an attractive and pleasant form of behavior. The foundation is working with other health organizations to distribute the announcement and to get it broadcast as much as possible.

~~h. The foundation plans to co-host a national conference on nonsmokers' rights, to be held in California in late 1983. It is working with other health organizations in planning the conference.~~

i. Depending on availability of staff, the Berkeley office provides counseling to employees and others with smoke-related problems and gives them materials and information on the subject.

* Asterisk indicates that initial development of the program and in some cases substantial implementation was completed by the foundation's predecessor nonprofit association. The foundation will continue development and implementation.

FORM 1023 California Nonsmokers" Rights Foundation
 2054 University Avenue, Suite 500, Berkeley, CA 94704

Attachment to Part V

Part II: Budget

| | <u>Year One</u> | | <u>Year Two</u> | |
|--------------------------------|-----------------|-----------------|-----------------|-----------------|
| <u>Salaries:</u> | | | | |
| Executive Director | \$26,000 x .5 | \$13,000 | \$27,560 x .5 | \$13,780 |
| Program Director | 21,500 x . | 21,500 | 22,790 | 22,790 |
| Business manager | 17,000 x .5 | 8,500 | 18,020 x .5 | 9,010 |
| Secretary | 12,000 x .5 | 6,000 | 12,720 x .5 | 6,360 |
| Secretary (1/2 time +) | 7,000 | 7,000 | 7,420 | 7,420 |
| Total | | <u>\$56,000</u> | | <u>\$59,360</u> |
| Fringe benefits & | | | | |
| Employee taxes (10.8%) | | 6,048 | | 6,410 |
| <u>Printing & Graphics</u> | | | | |
| Workplace (postage inc.) | 19,705 | | | |
| Death in the West | 10,450 | | | |
| Fundraising | 1,750 | | | |
| Other | <u>3,000</u> | | | |
| Subtotal | | 34,905 | | 34,000 |
| <u>Office:</u> | | | | |
| Rent | 4,356 | | 4,346 | |
| Phone | 6,000 | | 6,600 | |
| Office Equipment | 3,400 | | 3,000 | |
| Supplies | <u>1,200</u> | | <u>1,300</u> | |
| Subtotal | | 14,956 | | 15,256 |
| <u>Advertising:</u> | | | | |
| Workplace | 3,500 | | 3,600 | |
| Death in the West | 1,500 | | 2,000 | |
| AB 2980 implementation | 2,400 | | -0- | |
| SB 1593 implementation | <u>1,200</u> | | <u>-0-</u> | |
| Subtotal | | 8,600 | | 5,600 |
| <u>Postage:</u> | | | | |
| Direct Mail Fundraising | 450 | | 500 | |
| Death in the West | 2,680 | | 2,860 | |
| AB 2980 | 500 | | -0- | |
| (see Printing for Workplace) | | | | |
| Miscellaneous | <u>3,000</u> | | <u>3,210</u> | |
| Subtotal | | 6,630 | | 6,570 |

| | <u>Year One</u> | <u>Year Two</u> |
|---|------------------|------------------|
| <u>Travel</u> | | |
| Workplace | 2,400 | 2,600 |
| Death in the West | 900 | 980 |
| AB 2980 | 300 | |
| SB 1593 | 200 | |
| Other | <u>2,000</u> | <u>2,200</u> |
| Subtotal | 5,800 | 5,780 |
| Media (SB 1593) | 500 | -0- |
| Film conversion; copies | 3,200 | -0- |
| <u>Task Force & Advisory Committees</u> | | |
| Workplace | 300 | 350 |
| AB 2980 | <u>700</u> | <u>-0-</u> |
| Subtotal | 1,000 | 350 |
| Workshop (Death in West) | 1,900 | 2,000 |
| Affiliate Services | 1,000 | 1,500 |
| <u>Program Evaluation</u> | | |
| Workplace | 6,500 | 7,900 |
| Death in the West | <u>6,000</u> | <u>7,000</u> |
| Subtotal | 12,500 | 14,900 |
| Legal Program | 500 | 2,000 |
| <u>Miscellaneous</u> | | |
| Workplace | 1,300 | 1,500 |
| Death in the West | 400 | 500 |
| Other | <u>3,000</u> | <u>3,600</u> |
| Subtotal | <u>4,700</u> | <u>5,600</u> |
| TOTAL | <u>\$158,239</u> | <u>\$159,326</u> |

Footnotes:

- "Workplace" means the Smoke in the Workplace program for employers.
 "Death in the West" means the program for using Death in The West to educate school children on the aspects of smoking.
 "AB 2980" means the program to encourage California state agencies to comply with the California law requiring policies to protect nonsmokers.
 "SB 1593" means the program to encourage California school districts to comply with the California law requiring policies regarding locations where smoking is allowed or prohibited.

Assumption: That the grant applications for the Smoke in the Workplace program and the Death in the West program will be funded.

ARTICLES OF INCORPORATION
OF
CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION

A. An existing unincorporated association named GASP EDUCATIONAL & LEGAL FUND is being incorporated by the filing of these articles under the name set forth below.

B. The name of this corporation is:

CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION

C. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

D. The purposes of this corporation are:

1. to collect and disseminate information about the contents of, distribution of, and effects of tobacco smoke and about social, institutional and legislative responses and attitudes to the smoking of tobacco and, in so doing, to present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion; and

2. to provide funds for the protection of non-smokers from tobacco smoke by litigation under existing laws.

E. The name and address of this corporation's initial agent for service of process is:

Charles Mawson
1118 Lake Glen Way
Sacramento, CA 95822

F. Use and distribution of property and income:

1. The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private person.

2. Upon the winding up or dissolution of this Corporation, and after paying or adequately providing for the debts and liabilities of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

G. Activities:

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the

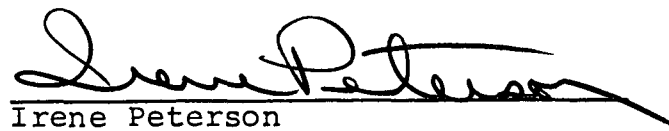
Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing of or distribution of statements), any political campaign on behalf of any candidate for public office.

Dated: May 22, 198².


Irene Peterson, Incorporator

I hereby declare that I am the person who executed the above Articles of Incorporation, which execution is my act and deed.


Irene Peterson

ARTICLES OF INCORPORATION
OF
GASP EDUCATIONAL & LEGAL FUND

A. An existing unincorporated association named GROUP AGAINST SMOKING POLLUTION LEGAL FUND is being incorporated by the filing of these articles under the name set forth below.

B. The name of this corporation is:

GASP EDUCATIONAL & LEGAL FUND

C. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

D. The purposes of this corporation are:

1. to collect and disseminate information about the contents of, distribution of, and effects of tobacco smoke and about social, institutional and legislative responses and attitudes to the smoking of tobacco and, in so doing, to present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion; and

2. to provide funds for the protection of non-smokers from tobacco smoke by litigation under existing laws.

E. The name and address of this corporation's initial agent for service of process is:

Charles Mawson
1118 Lake Glen Way
Sacramento, CA 95822

F. Use and distribution of property and income:

1. The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private person.

2. Upon the winding up or dissolution of this Corporation, and after paying or adequately providing for the debts and liabilities of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

G. Activities:

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the


Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing of or distribution of statements), any political campaign on behalf of any candidate for public office.

Dated: October 17, 1981.


Irene Peterson, Incorporator

I hereby declare that I am the person who executed the above Articles of Incorporation, which execution is my act and deed.


Irene Peterson

AFFIDAVIT

(pursuant to Section 5121 of the California Corporations Code)

The undersigned declare:

1. that they are members of the Board of Directors of GROUP AGAINST SMOKING POLLUTION LEGAL FUND, a California nonprofit public benefit association; and

2. that the incorporation of GROUP AGAINST SMOKING POLLUTION LEGAL FUND under the name of GASP EDUCATIONAL & LEGAL FUND by means of the Articles of Incorporation to which this affidavit is attached has been approved by GROUP AGAINST SMOKING POLLUTION LEGAL FUND in accordance with its rules and procedures.

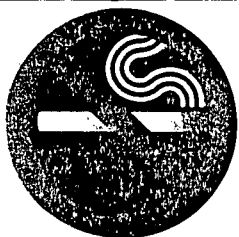
ERichardMeatz

James P. ...

I certify under penalty of perjury that the foregoing is true and correct.

ERichardMeatz

James P. ...



GASPAR

Educational & Legal Fund

Officers and Directors

as of September 17, 1981

ADVISORY BOARD

Wilbert S. Aronow, M.D.
Professor of Medicine

University of California, Irvine

Isaac Asimov, Ph.D.

Author, Biochemist

David Burns, M.D.

Pulmonary Division

University Hospital

University of California, San Diego

Alton Ochsner, M.D.

Ochsner Clinic

New Orleans, Louisiana

Linus Pauling, Ph.D.

Nobel Laureate

Glenn T. Seaborg, Ph.D.

Nobel Laureate

Jesse Steinfeld, M.D.

U.S. Surgeon General, 1969-1973

President:

Charles Mawson *
1118 Lake Glen Way
Sacramento, CA 95822 ('82)
(916) 428-8331

First Vice President

Edward J. O'Dwyer*
5992 Cahalan Ave.
San Jose, CA 95123 ('83)
(408) 224-8897

Vice President:

Merrill J. Matchett*
1237 Dresden Pl. #5
Anaheim, CA 92801 ('83)
(714) 533-1557

Vice President:

Delorice Miller
5330 Roundhill Court
Fair Oaks, CA 95628
(916) 966-2961

Treasurer:

Timothy I. Moder
(address above)

Secretary:

Irene Peterson *
204 Washington Ave. #101
Santa Monica, CA 90403 ('82)
(213) 395-8069

Peter Hanauer **

95 Forest Lane
Berkeley, CA 94708
(415) 527-5227 ('83)

Second Vice President:

Walter Bilofsky*
14478 Glorietta Drive
Sherman Oaks, CA 94123 ('83)
(213) 986-4885

Vice President:

E. Richard Mertz*
2408 Via Lucia
Montebello, CA 90640 ('82)
(213) 728-2882

Vice President:

Timothy I. Moder*
1932 McGee
Berkeley, CA 94703 ('83)
(415) 841-8686

Assistant Treasurer:

Wayne B. Kling **
1445-B Bel Air Drive
Concord, CA 94521 ('82)
(415) 676-2116

Assistant Secretary:

Edward J. O'Dwyer
(address above)

* indicates officer is also a director.

** indicates officer is also a public director.

Year in which term expires is shown in parentheses after address.

ARTICLES OF ASSOCIATION
OF
GROUP AGAINST SMOKING POLLUTION
LEGAL FUND

I

The name of this association is Group Against Smoking Pollution Legal Fund and may also be referred to as GASP Legal Fund.

II

The purposes for which this association is formed are:

(a) The specific and primary purposes are to receive contributions and to apply such contributions toward the protection of non-smokers from tobacco smoke in the form of litigation under existing laws, and to educate the public as to the detrimental effect of tobacco smoke on non-smokers.

(b) The general purposes and powers are:

- (i) To buy, lease, rent, or otherwise acquire, hold, or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer, or otherwise dispose of any and all kinds of property, whether real, personal, or mixed and to receive property by devise or bequest;
- (ii) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose, limited in total amount of all obligations incurred by this association to its net worth including pledges receivable, with any person, firm, or corporation; and

MAR 5 10 55 AM '74

(iii) To have and to exercise all the powers conferred by the California Corporations Code, Part I of Title 3, as that law is now in effect or may hereafter be amended at any time.

III

Notwithstanding any of the above statements of purposes and powers, this association shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Paragraph (a) of Article II, and nothing contained in the foregoing statement of purposes shall be construed to authorize this association to carry on any activity for the profit of any director, officer, or member, or to the benefit of any private individual, or to distribute any gains, profits, or dividends to any of the above mentioned individuals. The property, assets, profits, and net income of this association are irrevocably dedicated to charitable, educational, and scientific purposes meeting the requirements of Section 214 of the Revenue and Taxation Code. On the dissolution or winding up of this association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this association shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, and scientific purposes meeting the requirements of Section 214 of the Revenue and Taxation Code and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701.d of the Revenue and Taxation Code.

IV

This association is organized under Part 1 of Title 3 of the California Corporations Code.

V

The county in this state where the principal office for the transaction of the business of this association is to be located is Contra Costa County.

VI

The names and addresses of the persons who are to act in the capacity of officers and directors of this association until the selection of their successors are:

| | |
|---|---|
| Mr. David M. Peterson President | 4779 Hartnett Avenue Richmond, Ca. 94804 |
| Mrs. Helen Story First Vice President | 1353 Neilson Street Berkeley, Ca. 94702 |
| Mr. Bruce Shourt Second Vice President | P. O. Box 4400 San Francisco, Ca. 94101 |
| Mr. Sylvan H. LaClair Secretary | 711 Old Canyon Road Fremont, Ca. 94536 |
| Mrs. Irene Peterson Treasurer | 4779 Hartnett Avenue Richmond, Ca. 94804 |

VII

The authorized number and qualifications of members of this association, the different classes of membership, if any, and the property, voting, and other rights and privileges of members shall be as set forth in the bylaws; provided, however, that the members of this association shall have no liability for assessments, and dues shall be as provided in the bylaws.

VIII

The foregoing shall not prohibit this association from

paying reasonable compensation for services rendered and from making payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of this association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF, we, the undersigned, being the persons named above as the first directors and officers, have executed these Articles of Association this TWENTIETH day of DECEMBER, 1973.

David M. Peterson

David M. Peterson, President

Helen Story

Helen Story, First Vice President

Bruce Shourt by David M. Peterson

Bruce Shourt, Second Vice President

Sylvan H. LaClair

Sylvan H. LaClair, Secretary

Irene Peterson

Irene Peterson, Treasurer

I hereby authorize David M. Peterson to sign any name to the Certificate of Incorporation of the Chicago Against Abortion Pollution Legal Fund.

Bruce J. Shourt
BRUCE J. SHOURT

AGREEMENT TO MERGE
GASP EDUCATIONAL FOUNDATION
WITH AND INTO
GROUP AGAINST SMOKING POLLUTION LEGAL FUND
UNDER THE NAME OF
GASP EDUCATIONAL FOUNDATION

GASP EDUCATIONAL FOUNDATION ("GEF") and GROUP AGAINST
SMOKING POLLUTION LEGAL FUND ("GLF") agree as follows:

ARTICLE 1

RECITALS

1.01 GEF is a nonprofit public benefit association organized under the laws of the State of California.

1.02 GLF is a nonprofit public benefit association organized under the laws of the State of California.

1.03 GEF and GLF were formed for similar purposes, including education of the public on the effect of tobacco smoke and related subjects.

1.04 The operation of two separate organizations with similar goals and functions requires more administrative and clerical work than operation of a single organization.

1.05 The solicitation of memberships and contributions from members of the public by two organizations with similar goals tends to cause confusion about the reason and need for two separate organizations and may adversely affect public support of the purposes of the organizations.

1.06. Coordination of volunteer work is less effective when done by two, rather than one, organizations.

1.07 A merger of GEF and GLF will enable their officers,

members and volunteers to serve the public purposes for which the organizations exist more efficiently and effectively.

ARTICLE 2

MERGER

2.01 GEF shall be merged into GLF under the laws of the State of California.

2.02. The name of the surviving association shall be GASP EDUCATIONAL FOUNDATION.

ARTICLE 3

TERMS AND CONDITIONS

3.01 Between the date of this agreement and the date on which the merger shall become effective, neither GEF nor GLF shall:

(a) Admit any new members, or

(b) Except in the normal course of business, and for adequate value, dispose of any of its assets.

3.02 As of the effective date of the merger, GEF shall execute, acknowledge and deliver all deeds, assignments and confirmations, and do all acts proper to vest, perfect and confirm title to such property or rights in the surviving association, and otherwise carry out the provisions of this Agreement.

ARTICLE 4

DIRECTORS

4.01 The following persons shall serve as the board of directors of the surviving association until the next annual

meeting and until such time as their successors have been elected and have qualified:

Bob Edwards
Merrill J. Matchett
E. Richard Mertz
Edward J. O'Dwyer
Wayne B. Kling

Walt Bilofsky
Charles Mawson
Timothy I. Moder
Irene Peterson

ARTICLE 5

INCORPORATION; ARTICLES

5.01 The surviving association shall be incorporated under the Nonprofit Corporation Law of the State of California.

5.02 The articles of the surviving association, and of the resulting corporation, shall read in their entirety as set forth in Exhibit A, attached and incorporated by this reference.

ARTICLE 6

BYLAWS

6.01 The bylaws of the surviving association, and of the resulting corporation, shall read in their entirety as set forth in Exhibit B, attached and incorporated by this reference, until amended or repealed as provided therein or as provided by law.

ARTICLE 7

TAX STATUS

7.01 The parties intend that the surviving association continue to satisfy all requirements of the Internal Revenue Code for status as a 501 (c) (3) organization. The parties agree to cooperate in any actions required to preserve that

status and satisfy the requirements of the Internal Revenue Code.

ARTICLE 8

INTERPRETATION AND ENFORCEMENT

8.01 Notices, requests, demands and other communications required or permitted hereunder shall be deemed properly given on notice of attempted delivery by the United States Postal Service (or on actual delivery), if deposited in the United States mail, postage prepaid, return receipt requested, certified, addressed as follows:

to GEF: Irene Peterson
GASP Educational Foundation
204 Washington Ave. #101
Santa Monica, CA 90403 with a copy to:

Charles Mawson
GASP Educational Foundation
1118 Lake Glen Way
Sacramento, CA 95822

to GLF: Peter Hanauer
95 Forest Lane
Berkeley, CA 94708 with a copy to

Timothy I. Moder
1932 McGee
Berkeley, CA 94703

8.02 This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

8.03 The validity, interpretation and performance of this agreement shall be controlled by and construed under the laws of the State of California.

8.03 This agreement is dated July 23, 1981.
1981.

(Signature page to Agreement to Merge GASP EDUCATIONAL
FOUNDATION with and into GROUP AGAINST SMOKING POLLUTION
LEGAL FUND)

GASP EDUCATIONAL FOUNDATION

By Charles Mowbray
President

By Timothy I Moller
Vice-President

By Lane Peterson
Secretary

GROUP AGAINST SMOKING POLLUTION
LEGAL FUND

By Timothy I Moller
President

By _____
Secretary

EXHIBITS:

- A -- Articles of Incorporation
- B -- Bylaws

(Signature page to Agreement to Merge GASP EDUCATIONAL
FOUNDATION with and into GROUP AGAINST SMOKING POLLUTION
LEGAL FUND)

GASP EDUCATIONAL FOUNDATION

By _____

By _____

By *Lorne Peterson*

GROUP AGAINST SMOKING POLLUTION
LEGAL FUND

By _____

President

By *Maya Lachin*

Secretary

EXHIBITS:

- A -- Articles of Incorporation
- B -- Bylaws

ARTICLES OF INCORPORATION
OF
GASP EDUCATIONAL FUND

A. An existing unincorporated association named GROUP AGAINST SMOKING POLLUTION LEGAL FUND is being incorporated by the filing of these articles under the name set forth below.

B. The name of this corporation is:

GASP EDUCATIONAL FUND

C. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

D. The purposes of this corporation are:

1. To collect and disseminate information about the contents of, distribution of, and effects of tobacco smoke and about social, institutional and legislative responses and attitudes to the smoking of tobacco, and, in so doing, to present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion; and

EXHIBIT A

2. to provide funds for the protection of non-smokers from tobacco smoke by litigation under existing laws.

E. The name and address of this corporation's initial agent for service of process is:

Charles Mawson
1118 Lake Glen Way
Sacramento, CA 95822

F. Use and distribution of property and income:

1. The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private person.

2. Upon the winding up or dissolution of this Corporation, and after paying or adequately providing for the debts and liabilities of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

G. Activities:

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the

Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing of or distribution of statements), any political campaign on behalf of any candidate for public office.

Dated: _____, 1981.

Irene Peterson, Incorporator

I hereby declare that I am the person who executed the above Articles of Incorporation, which execution is my act and deed.

Irene Peterson

*marked to
show amendments
made 3/3/84*

BYLAWS OF CALIFORNIA
NONSMOKERS' RIGHTS FOUNDATION

ARTICLE I

Name and Purposes

A. Name

The name of this Corporation (the "Corporation") shall be California Nonsmokers' Rights Foundation.

B. Purposes

The purposes for which the Corporation is formed are as provided in the Articles of Incorporation of the Corporation (the "Articles").

ARTICLE II

Offices

A. Principal Office

The principal office of the Corporation shall be at 2054 University Avenue, Suite 500, Berkeley, California. The Board of Directors of the Corporation (the "Board" or the "Board of Directors") may at any time change the location of the principal office from one location to another provided that such change is consistent with the Articles.

B. Other Offices

There may be other offices as from time to time authorized by the Board or the Executive Committee of the Corporation (the "Executive Committee").

ARTICLE III

Board of Directors

A. Powers of Board

Subject to limitations of the Articles, other sections of these Bylaws, and of California law, all corporate powers of the Corporation shall be exercised by or under the authority of, and the policy and affairs of the Corporation shall be controlled by, the Board of Directors.

5/12/84

B. Members of Board

The members of the Board ("Directors") shall consist of the following persons until their number is expanded or reduced as set forth herein:

- | | |
|---------------------|-------------------------|
| 1. Walt Bilofsky | 11. Merrill J. Matchett |
| 2. David Burns | 12. Richard Mertz |
| 3. Roger Diamond | 13. Andrew McGuire |
| 4. Virginia Ernster | 14. Howard Mitchell |
| 5. Stanton Glantz | 15. Ed O'Dwyer |
| 6. Peter Hanauer | 16. Irene Peterson |
| 7. John Holtzclaw | 17. Rosemary Sundblad |
| 8. Phillip Lee | 18. Ray Weisberg |
| 9. Paul Loveday | 19. Robert Fries |
| 10. Dan Lowenstein | 20. Wayne Kling |

C. Number of Directors

The number of Directors shall not be less than seven (7) nor more than forty (40) with the exact number of Directors to be fixed, within the limits specified, by approval of the Board of Directors.

D. Quorum

The greater of seven (7) Directors or 1/5 of the number of Directors so fixed by the Board shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business and shall be deemed to still have a quorum present notwithstanding the withdrawal of Directors from the meeting, if any action is approved by at least five (5) Directors.

E. Special Meetings

Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone or telegraph. Special meetings may be called at any time by the President or by any seven (7) Directors.

F. Action by Board

Subject to provisions of the California Nonprofit Public Benefit Corporation Law or successor statute, 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 an act of the Board. Each Director shall have one vote. There shall be no voting by proxy.

G. Telephonic Meetings

Directors may participate in a meeting through use of conference telephone or other similar communications equipment, so long as all Directors participating in such meetings can hear one another.

H. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall individually or collectively consent in writing to such action.

I. Term and Election of Directors

(1) Seven of the Directors named in Article III (B) hereof shall serve until the end of the general election to be held during 1983, seven of the Directors so named shall serve until the end of the general election to be held during 1984, and eight of the Directors so named shall serve until the end of the general election to be held during 1985, unless any such director shall earlier resign or shall be earlier removed as provided herein. The lengths of original terms shall be determined by lot at the first Board meeting after April 1, 1982.

(2) A majority of Directors present at any meeting of Directors at which a quorum is present shall elect new Directors and persons to fill the unexpired terms of Directors who resign or are removed.

(3) There shall be a general election of Directors at the meeting of the Voting Members once per year during the month of April, May, or June unless the Corporation shall earlier dissolve. A majority of the Voting Members present at such meeting shall elect Directors.

(4) Directors shall serve for fixed terms of three years, but may be reelected indefinitely. Any Director elected at a time other than a general election shall be deemed to have completed one (1) year of service at the next general election. In choosing new Directors, consideration shall be given to geographic representation and representation of active local affiliates. The Board may by resolution establish other criteria upon which the candidacy of new Directors shall be based.

(5) Any Director who misses four (4) consecutive Board meetings shall be deemed to have resigned from the Board.

J. Removal of Directors

Any Director may be removed from office with or without cause if such removal is approved by a majority of all Voting Members.

K. Qualifications of Directors.

Each Director must contribute at least fifteen dollars (\$15) to Californians for Nonsmokers' Rights or to the California Non-smokers' Rights Foundation annually. Any person who fails to contribute \$15 by August 15 of each year or at the time of his or her election, if elected after August 15, and before the general election, shall not be qualified to serve as a Director.

added 3/3/84

ARTICLE IV

Membership

A. Members

There shall be three classes of members of the Corporation. The first class of members shall be known as voting members ("Voting Members"); the next class shall be known as supporting members ("Supporting Members") and shall have no vote; and the next class shall be known as associate members ("Associate Members") and shall have no vote.

B. Qualifications of Voting Members

The voting members of the Corporation shall be the persons who from time to time are the Directors of the Corporation. Death, resignation or removal of any Director as provided in these Bylaws automatically terminates such person's membership as a Voting Member. Election of a new successor Director as provided in these Bylaws shall operate to elect that Director as a Voting Member.

C. Qualifications of Supporting Members

Any person who contributes funds or other property to the Corporation shall be a Supporting Member of the Corporation unless he or she is, or becomes, a Voting Member of the Corporation. Election of a person as a Voting Member shall terminate his or her membership as a Supporting Member during the tenure of his or her status as a Voting Member. When such person's tenure as a Voting Member shall terminate, he or she shall once again become a Supporting Member.

D. Qualifications of Associate Member

Any person who solicits signatures on petitions in support of the Corporation's purposes, who signs a petition in support of the Corporation's purposes, who writes to the Corporation regarding the Corporation's purposes, or who spends one hour performing volunteer services in support of the Corporation's purposes shall be an Associate Member of the Corporation. Any person who becomes a Supporting Member or Voting Member shall be terminated as an Associate Member.

E. Voting

Each Voting Member shall be entitled to one vote. There shall be no voting by proxy. Supporting Members and Associate Members shall not be entitled to vote, and no notice of any meeting of the membership of the Corporation need be given to any Supporting Member or Associate Member.

F. Yearly Meeting

There shall be a meeting of the Voting Members within 90 days of April 1 of every year for the purpose of electing new members to the Board of Directors as set forth in Article III hereof. Written notice of such meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each Voting Member.

G. Special Meetings

Special meetings of the Voting Members for any purpose or purposes may be called at any time by the President or by any seven (7) Voting Members. Written notice of such meeting shall be given as set forth in Article IV (F) hereof.

amended
3/3/84

H. Quorum

A quorum for the transaction of business at any meeting of Voting Members shall be the greater of seven (7) Voting Members or 1/3 of the total number of Voting Members. A meeting at which a quorum is initially present may continue to transact business and shall be deemed to still have a quorum notwithstanding the withdrawal of Voting Members from the meeting if any action taken is approved by at least five (5) Voting Members.

I. Telephonic Meetings

The provisions of Article III (G) shall apply to meetings of the Voting Members.

J. Action Without Meeting

Any action required or permitted to be taken by the Voting Members may be taken without a meeting if at least eighty percent (80%) of the Voting Members shall individually or collectively consent in writing to such action.

ARTICLE V

Officers

A. Officers

The officers of the Corporation shall be a President of the Board (the "President"), at least two, but not more than seven, Vice-Presidents (the "Vice-Presidents"), a chief financial officer who shall also be known as the Treasurer (the "Treasurer"), a Secretary (the "Secretary"), and such other officers with such titles and duties as shall be determined by the Board. Any number of offices may be held by the same person, except that neither the Secretary nor Treasurer may serve concurrently as the President.

B. Term and Election

The Board of Directors shall elect all officers of the Corporation, who shall serve until the yearly meeting referred to in Article IV (F) hereof next succeeding such election. At each yearly meeting officers shall be elected by the Board and serve until the next yearly meeting. Officers may be reelected but may not serve in the same office for more than four consecutive complete terms. A vacancy in any office because of death, resignation, removal or otherwise shall be filled by the Board of Directors.

C. President

The President is the general manager and chief executive officer of the Corporation. Subject to control of the Board, the President shall have general supervision, direction and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Board and of the Voting Members, and shall have such other powers and duties as the Board shall from time to time prescribe. The President shall, whenever it may be necessary in his or her opinion, prescribe the duties of employees or of independent contractors with the Corporation (to the extent that such prescription does not conflict with contracts or actions of the Board).

D. Vice-Presidents

(1) There shall be at least one Vice-President for Local Activities whose responsibilities shall include coordinating local activities and representing the needs of local affiliates.

(2) The Board shall elect at least one (1) and not more than six (6) additional Vice-Presidents whose responsibilities and authority shall be determined by the Board at the time of their election.

(3) Two of the Vice-Presidents shall be designated by the Board as First Vice-President and Second Vice-President. In the absence or disability of the President, the First Vice-President shall perform all the duties of the President and shall have all the powers of the President. In the absence or disability of both the President and the First Vice-President, the Second Vice-President shall perform all the duties of the President and shall have all the powers of the President.

E. Treasurer

The Treasurer shall be responsible for the receipt, deposit, recordation and reporting with respect to all funds received or expended by the Corporation. The Treasurer may retain an accountant and a bookkeeper to assist the Treasurer in fulfilling his or her duties. All funds of the Corporation shall be paid out by checks of the Corporation signed by the Treasurer, President, or such employees of or independent contractors with the Corporation as the Treasurer shall authorize in writing. The Treasurer shall have the power to bind the Corporation with respect to any financial commitment unless such financial commitment shall exceed ten thousand dollars (\$10,000). Such limitation may be raised to a higher figure by an action of the Board. The Treasurer shall have such other powers and duties as the Board shall from time to time prescribe.

F. Secretary

The Secretary may execute all documents which have been approved or authorized by the Board, by these Bylaws or by a person authorized by the Board or these Bylaws to approve such documents and may execute all documents required in the ordinary course of the business of the Corporation. The Secretary shall have such other duties and powers as the Board may from time to time prescribe.

G. Removal

Any officer may be removed from office with or without cause if such removal is approved by a majority of all Directors.

ARTICLE VI

Executive Committee

A. Appointment

The Board shall appoint an Executive Committee of not fewer than four (4) Directors, to include the President and Treasurer.

B. Powers of Executive Committee

An action by the Executive Committee shall be deemed to be an action by the Board. Subject to the provisions of the California Nonprofit Public Benefit Corporation or successor statute, every act or decision done or made by a majority of the members of the Executive Committee present at a meeting duly held at which a quorum is present is an action by the Executive Committee. Each member of the Executive Committee shall have one vote. There shall be no voting by proxy.

C. Meetings of Executive Committee

Unless the Board shall by resolution otherwise provide, the President shall call a meeting of the Executive Committee only when, in his or her opinion, it is desirable that one or more actions of the Board be taken prior to the next meeting of the full Board of Directors. Meetings of the Executive Committee shall be held upon four days' notice by first-class mail or upon 48 hours' notice delivered personally or by telephone or telegraph.

D. Quorum

Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business. A meeting, at which a quorum is initially present may not continue to transact business if a quorum is no longer present at such meeting.

E. Telephonic Meetings and Actions Without Meeting

The provisions of Article III (G) and (H) shall apply to meetings or actions of or by the Executive Committee.

F. Term

Upon the election of a new Board of Directors at the election referred to in Article IV (F) hereof, the newly elected Board shall appoint a new Executive Committee. Members of the Executive Committee may be reappointed.

G. Removal

Any member of the Executive Committee who is removed as a Director shall be automatically removed as a member of the Executive Committee. The Board shall fill such vacancy.

ARTICLE VII

Local Affiliates

A. Application

Existing local organizations concerned with the rights of nonsmokers and groups of people wishing to form such local organizations may apply to the Corporation for status as an affiliate by filing the application form described in Article VII (B) with the Secretary at the Corporation's principal office.

B. Contents of Application

The application for affiliate status shall contain such information, statements, certifications and other evidence as the Board of Directors shall require, including, without limitation, the following:

1. The names, addresses, telephone numbers and signatures of the persons who will serve as the first officers of the affiliate.
2. The names, addresses, telephone numbers and signatures of the first directors of the affiliate.
3. The proposed name of the affiliate.
4. An agreement to comply with all restrictions the Board shall from time to time choose to place on the use of the name "California Nonsmokers' Rights Foundation."

C. Approval or Rejection of Application

(1) Upon receipt of an application for affiliate status, the Secretary shall immediately deliver a copy thereof to the Vice-President for Local Activities. He or she shall consider the application as soon as practicable but no later than 30 days after receipt thereof. Within five days after consideration, he or she shall deliver in writing to the Secretary either an approval of the application or specific reasons for rejection of it.

(2) Upon receipt of written approval of an application by the Vice-President for Local Activities, the Secretary shall include a copy of the application in the notice of the next meeting of the Board of Directors, and shall include on the agenda for that meeting the matter of the pending application.

(3) A local organization shall be granted affiliate status upon a vote of the majority of the Directors present at a Board of Directors meeting duly held.

D. Notice of Decision on Application

(1) The Secretary shall notify an applicant for affiliate status of the approval of the application within five days after approval is granted by the Board of Directors.

(2) The Secretary shall notify an applicant for affiliate status of the rejection of the application within 15 days after receipt of a rejection notice from the Vice-President for Local Activities, or within 15 days after rejection by the Board of Directors. The Secretary shall include in the notice either a copy of the reasons given for rejection by the Vice-President or a copy of that part of the minutes of the meeting of the Board of Directors dealing with rejection of the application.

E. Effective Date of Affiliate Status

A local organization shall attain affiliate status 15 days after approval of its application by the Board of Directors.

F. Names

Affiliate groups may use the name "California Nonsmokers' Rights Foundation, _____ Affiliate," but shall cease using such name or any variation thereof upon suspension or revocation of affiliate status.

G. Services

The Corporation shall provide financial, technical and administrative assistance as well as programmatic materials in support of affiliate activities consistent with the activities and objectives of the Corporation.

H. Suspension or Revocation of Affiliate Status

(1) The affiliate status of any group may be suspended by the Executive Committee on grounds including, but not limited to, any of the following:

- a. Misuse of the affiliate or Corporate name;
- b. Flagrant or repeated misrepresentation of the purposes or positions of the Corporation;
- c. Misappropriation of funds;
- d. Commission of any act in violation of the articles of incorporation, these bylaws, or the law;
- e. Failure to maintain an active program in support of nonsmokers' rights.

(2) The Executive Committee shall notify the Secretary and the Vice-President for Local Activities of the suspension of any affiliate within five days after taking such action.

(3) The Vice-President for Local Activities shall make reasonable efforts to resolve the problems that led to suspension. If successful he or she shall notify the Executive Committee which shall either end the suspension or reject the Vice-President's resolution of the matter. If not successful within 30 days following suspension, or if resolution of the matter has been rejected by the Executive Committee, he or she shall recommend that the group's affiliate status be resolved at the next meeting of the Board of Directors, and so notify the Secretary who shall include on the agenda for the next meeting of the Board the matter of the affiliate's suspension.

(4) At its next meeting, the Board of Directors must take one of the following actions:

- (a) End the suspension and reinstate the group's affiliate status;
- (b) Continue the suspension until the problems causing suspension are resolved to the satisfaction of the Vice-President for Local Activities and the Executive Committee or, if unresolved, then until the next Board meeting, at which further action must be taken; or
- (c) Revoke the group's affiliate status.

(5) The Secretary shall notify an affiliate group of any suspension or revocation of status within five days after such is invoked.

ARTICLE VIII

Amendment of Bylaws

These bylaws may be amended upon a vote of a majority of all Voting Members.

TECHNICAL AMENDMENTS TO BYLAWS - Amended 12/13/87

1. Amend Article I, Section A to substitute "Americans" for "Californians."
2. Amend Article III, Section K to substitute "Americans" for "Californians" and "twenty five (\$25) for fifteen (\$15)."
3. Amend Article V, Section A to delete "at least two, but not more than seven, Vice Presidents" and insert "at least one, but not more than three, Vice Presidents."
4. Repeal Article V, Section D, subsection 1, which reads: "(1) There shall be at least one Vice President for Local Activities whose responsibilities shall include coordinating local activities and representing the needs of local affiliates."
5. Amend Article V, Section D, subsection 2, so that it reads: "(1) The Board shall determine the responsibilities and duties of the Vice Presidents(s)."
6. Amend Article V, Section D, subsection 3, so that it reads "(2) If two or more Vice Presidents are elected, then the Board shall designate one as first Vice President and another as Second Vice President. In the absence or disability of the President, the Vice President (or the First Vice President if more than one Vice President is elected) shall perform all the duties of the President and shall have all the powers of the President. If more than one Vice President is elected, in the absence or disability of the both the President and the First Vice President, the Second Vice President shall perform all the duties of the President and shall have all the powers of the President."
7. In Article VII, Section B(4) and Section F, substitute "Americans" for "Californians."
8. In Article VII, Section C, subsections (1) and (2), Section D, subsection (2), Section H, subsections (2), (3) and (4)(b), delete the phrase "Vice President for Local Activities" and insert: "Vice President or First Vice President."

BYLAWS
OF GASP EDUCATIONAL FOUNDATION

ARTICLE I

NAME AND PURPOSE

- A. The name of this corporation shall be GASP Educational Foundation.
- B. The purposes for which this corporation is formed are as provided in the articles of incorporation of this corporation.

ARTICLE II

MEMBERSHIP

- A. Qualification. Membership in this organization shall be open to all persons without regard to race, religion, national origin, age, or sex; provided, however, that no person with a direct financial interest in the tobacco business may be a member of the corporation without the consent of two-thirds of the directors. For the purposes of this section, a person shall have a "direct financial interest in the tobacco business" if such person or his or her spouse has knowingly invested in or is employed by any company or firm engaged primarily in the growing or processing of tobacco or in the manufacture, distribution, or sale of tobacco products, but a person shall not have such an interest merely because, for example, he or she or his or her spouse stands to inherit money obtained from such an investment or has an interest in such an investment over which he or she has no control.
- B. Dues. Each member in good standing must pay, within the time and on the conditions set by the board of directors, the annual dues in amounts to be fixed from time to time by the board of directors. A person's membership shall expire on failure to pay dues within the time provided above, but may be reinstated on the next payment of annual dues, effective on the date of payment.
- C. Voting Rights. Each single member in good standing shall have one (1) vote and each family membership in good standing shall have two (2) votes on all measures submitted to the membership for decision. Voting by proxy shall not be permitted.
- D. Quorum for Meetings. A quorum shall exist so as to permit the conduct of business of the corporation at any annual or

special meeting of the members if (1) fifteen (15) members eligible to vote on any corporate matter are present at such meeting or (2) no fewer than fifteen (15) of the members eligible to vote have cast written ballots on the matter to be determined at such meeting and such ballots have been received by the secretary or assistant secretary prior to the start of such meeting. However, no such annual or special meeting shall be held unless at least fifty percent (50%) of the chapters then existing are represented by one or more members at the meeting.

E. Annual Meetings. The annual meetings of the members of this corporation shall be held in the month of May or June at such day, hour and place as may be designated by the board of directors, provided, however, that except for meetings held in the City of Fresno or at some other location in California roughly equidistant between the metropolitan areas of Los Angeles and San Francisco, the place of the annual meetings shall alternate each year between Northern California and Southern California.

F. Special Meetings. Special meetings of the members of this corporation may be called for any purpose and at any time or place by the president, by a majority of the board of directors, or by five percent or more of the members. The notice of the meeting shall state the general nature of the business to be transacted.

G. Record Date for Member Notice, Voting, Giving Consents and Other Actions.

1. To be Determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the board of directors may fix, in advance, a "record date," which shall not be more than 60 nor fewer than 10 days before the date of the meeting. Only members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

2. Record Date if Board Fails to Set It. If the board of directors does not fix the record date for notice, for voting, for consents, or any other action, the record date shall be as follows:

a. For Notices or Voting. The record date for determining those members entitled to receive notice of, or to vote at, 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.

b. For Written Consent to Action Without Meeting. The record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior

action by the board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the board has been taken, it shall be the day on which the board adopts the resolution relating to that action.

c. For Other Actions. The record date for determining those members entitled to take any other action shall be the date the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

3. "Record date". For purposes of this Section G, a person holding membership as of the close of business on the record date shall be deemed a member of record.

H. Notice of Meetings. at the time of giving notice,

1. Regular meetings. Written notice of the day, time and place of each annual meeting, and of the matters which the board intends to present for action by the members, shall be sent at least 15 days, but not more than 90 days, prior to the meeting, to each person who is a member of the corporation. Notice may be given personally or by mail or by any other means of written communication, including but not limited to publication of notice in the corporation's newsletter. Notices given by mail, other than first class or registered or certified mail, shall be given not less than 20 days before the meeting.

2. Special Meetings. Written notice of the day, time and place of each special meeting shall be given in the same manner as notice of the annual meeting of the members, except that the notice shall also specify the general nature of the business to be transacted, and no other business may in that case be transacted.

3. Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- a. Amending the articles of incorporation; and
- b. Voluntarily dissolving the corporation.

4. Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary or assistant secretary of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

I. Waivers of Notice; Consent; Action Without a Meeting. Members may waive notice of meetings, consent to action at meetings, or act by written consent without a meeting, all as provided in the Corporations Code of the State of California.

ARTICLE III

BOARD OF DIRECTORS

A. Number of Directors. There shall be a board of directors, which shall be generally responsible for conducting the affairs of the corporation. The number of directors shall be determined by the board of directors from time to time, subject to these bylaws. Concurrently with any resolution admitting a new chapter which qualifies for a director, the board shall increase the number of elected directors to allow the director for the new chapter, subject to the following limits.

1. "Elected Directors". Not less than 5 and not more than 50 directors shall be elected as provided in Article VI (the "elected directors"). Each elected director shall be a member of the corporation.

2. "Public Directors". Not less than none (0) and not more than 25 directors shall be selected by a majority of the elected directors present at a meeting at which a quorum is present, so long as the total number of directors does not exceed 50. This group of directors is called the "public directors." The public directors need not be members of the corporation, but shall satisfy all criteria for membership, except for payment of dues.

3. "Director". The term "director" means both public and elected directors.

4. First Directors. The first elected directors of the corporation and their chapter affiliation are as follows:
See Exhibit A, attached and incorporated by this reference.

B. Duties and Powers. Subject to the limitations of the articles of incorporation, other provisions of these bylaws, and of the law, the board of directors shall have the duty and power to:

1. Select and remove all officers, agents, and employees of the corporation; prescribe their duties; fix their compensation; and require from them security for faithful service.

2. Conduct, manage and control the affairs and business of this corporation and make rules and regulations.

3. Delegate such duties and powers enumerated in subsections B.1. and B.2. of this Article to other members, officers, agents, or employees of the corporation as the board sees fit.

4. 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.

5. Cause this corporation to merge with the Group Against Smoking Pollution Legal Foundation, provided that the voting rights and power of chapters and members under these bylaws are not modified in any material respect in connection with such a merger. The board of directors may approve any name change in connection with such merger as they shall deem appropriate, and either organization may be the surviving entity. Documents to effect such a merger shall be signed by such officers as the board of directors may designate.

C. Terms.

1. Elected Directors. Except as provided below for the terms of the first directors, the term of office of each elected director of the corporation shall be from the end of the annual membership meeting following the director's election, until the end of the second annual membership meeting after the term begins, and a successor is elected and qualified.

2. Public Directors. The term of each public director shall be from the date that director accepts an invitation to join the board by the board, until the end of the second annual membership meeting after the term of the director's office begins, and a successor is elected and qualified.

3. Initial Terms.

a. First Directors. The term of each first director of this corporation shall conclude at the end of the annual membership meeting in the year set forth by that director's name in section A.4. of article III.

b. Additional Directors. The term of each elected director added to the board as a result of the admission of a new chapter shall begin on the date on which that director is elected, and shall conclude as follows:

1. The term of the first director and every other director added (for example, the first, third, fifth and seventh directors added) shall conclude at the end of the next

annual membership meeting held in an even-numbered year (such as 1982, 1984).

ii. The term of all other directors added shall conclude at the end of the next annual membership meeting held in an odd-numbered year.

D. Removal of Directors.

1. Absence. If any elected director and the alternate director is absent from two consecutive meetings of the board of directors, that elected director (and his or her alternate) shall be removed from the office of director, and the board of directors shall declare the director's office eliminated, so long as the number of elected directors is not reduced below five.

2. Failure to File Reports. If a chapter fails to file reports required by the corporation treasurer within 25 days after the corporation treasurer deposits in the United States Mail, certified, return receipt requested, postage prepaid, and addressed to the chapter president and its treasurer as shown on the chapter's last certificate of officers, a notice in substantially the following form:

IMPORTANT. Your chapter has failed to file the report requested by the Treasurer by letter dated . If this report is not delivered to the Treasurer within 25 days after the date this notice was mailed, your elected director will not be able to vote at the meetings of the board of directors, your chapter votes will not be counted in determining whether a quorum of the board of directors is present, and no further chapter allocations from membership dues and fees will be given to your chapter until your report is filed. This notice is given under section D. 2. of article III of the bylaws;

then the elected director and the alternate director representing that chapter shall be removed from the office of director, and the board of directors shall declare the director's office eliminated, so long as the number of elected directors is not reduced below ten. No further chapter allocation funds shall be sent to the chapter from the day the notice is mailed until the chapter report is filed.

3. Quorum. The voting power of a chapter whose director and alternate director have failed to attend two successive meetings of the board, and the voting power of a chapter which has failed to file the reports as required by a notice given in accordance with subsection D.2. above shall not be included in determining whether a quorum is present for a meeting.

4. Certificate. A certificate signed by the treasurer or the secretary, reciting the facts which cause an elimination of a director's office under subsection D.1. or D.2. above, shall be prima facie evidence of the existence of those facts.

5. Reinstatement. The board of directors may reinstate any office in accordance with Article VI.
Ldirector's

E. Vacancies.

1. Elected Directors. The members of a chapter may elect a new elected director to complete the unexpired term if a vacancy occurs in the office of an elected director.

2. Public Directors. The directors may elect a director to complete the unexpired term if the office of a public director becomes vacant.

F. Voting Rights.

1. Elected Directors. Each elected director is entitled to one vote for each one hundred (100) members or fraction thereof in the chapter that he or she represents on all matters before the board of directors.

2. Public Directors. Each public director is entitled to one vote.

3. Calculation of Votes. For purposes of determining the number of votes held by an elected director, the number of members shall be the number of members on the last day of the month immediately preceding the month in which the meeting is held.

G. Organizational Meetings. On the same day as the annual membership meeting, the board of directors shall hold a meeting for the purposes of organization, election of officers, and the transaction of such other business as may come before the board.

H. Regular Meetings. There shall be regular meetings of the board of directors to be held three times per year, in the fall, winter and spring, at such time and place as may be designated by the board of directors, provided, however, that except for meetings held in the City of Fresno or at some other location in California roughly equidistant between the metropolitan areas of Los Angeles and San Francisco, such meetings shall alternate between Northern California and Southern California. The fall meeting shall be held in September or October, the winter meeting in January or February, and the spring meeting in May or June. The annual organizational meeting shall be included as a regular meeting.

I. Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called at any time, and at any place, by the President, the executive committee, or a majority of the board of directors.

J. Notice of Meetings.

1. Written notice of the time and place of any organizational, regular or special meeting shall be delivered personally to each director or sent to each director by mail or other form of written communication, charges prepaid, addressed to the director either at his or her address as it is shown on the records of the corporation or, if it is not so shown on the records and is not readily ascertainable, to the address of the chapter shown on the records of the corporation. The notice shall be sent at least ten (10) days prior to the time of holding any organizational or regular meeting and at least five (5) days prior to the time of holding any special meeting.

2. The board of directors shall, in a manner determined by the board, make a good faith effort to notify the membership of all organizational and regular meetings. No effort need be made to notify the membership of special meetings.

K. Place of Meetings. Subject to sections H. and I. of article III, the board of directors shall hold its meetings at any place within the city in which the meeting is to be held as the president may designate. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

L. Meetings Open to Membership. With the exception of executive sessions, which may be held to discuss personnel matters and business related to legal actions in which the corporation is involved, all meetings of the board of directors shall be open at all times to any member who wishes to attend.

M. Quorum. A group of elected directors entitled to cast a majority of the votes held by all elected directors (not including the votes of any chapter which are to be excluded under section D. 3. of article III) shall constitute a quorum at any meeting of the board. The act of a majority of the voting power of those voting ~~at any meeting~~ at any meeting at which a quorum is present shall be considered the act of the board of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if action taken is approved by at least a majority of the required quorum for that meeting.

N. Validation of Meeting. The transactions of the board of directors at any meeting, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each director not present signs a written waiver of notice, a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

O. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

P. Notice of Adjournment. Notice of the time, day and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Q. Action Without Meeting. Any action required or permitted to be taken by the board of directors under the provisions of the California Corporations Code, the articles of incorporation, or these bylaws may be taken without a meeting, if ninety percent (90%) of the members of the board shall individually or collectively consent in writing to such action. The written consent or consents shall be filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as a unanimous vote of the directors. Any certificate or other document filed on behalf of the corporation relating to an action taken by the board without a meeting shall state that the action was taken by written consent of the board of directors without a meeting, and that the bylaws of this corporation authorize its directors so to act.

R. Compensation and Expenses. The members of the board of directors shall serve without compensation for their services as directors, provided, however, that they may be reimbursed, from time to time for all expenses incurred on behalf of this corporation, and provided, further, that nothing herein shall preclude remuneration to such persons for services to this corporation other than services as directors. Nevertheless, any agreement by which a director is to receive more than one hundred dollars (\$100) per month for services rendered to the corporation shall not be valid unless approved by the board of directors.

S. Conflict of Interest. In the exercise of voting rights by members of the board of directors, no individual may vote on any issue, motion or resolution which inures to his benefit financially or otherwise, except that such individual may be counted in order to qualify a quorum and may participate in the discussion of such an issue, motion or resolution if he discloses the nature of his conflict. A director may vote for him/her self for election as an officer.

ARTICLE IV

OFFICERS

A. Generally. The officers of this corporation shall be a president, six vice presidents, a secretary, assistant secretary, treasurer, assistant treasurer, and such other officers as the board of directors may appoint. At most, four vice presidents may be from either the Northern or Southern California regions. a person may not hold an office unless he or she is a member of the corporation. Any number of offices may be held by the same person, except that neither the secretary, the treasurer, nor their assistants may serve concurrently as the president.

B. Election and Terms of Office. All officers of the corporation shall be elected annually by the board of directors at the board's organizational meetings as described in article III, section G. of these bylaws. Each officer shall hold office for a term of one year and until his or her successor is elected and qualified. An officer may succeed himself in office.

In voting for vice presidents, each director may vote for up to six candidates, each receiving the number of votes allocated to that director. Subject to the restrictions of Article IV, section A, the six persons receiving the highest numbers of votes shall be elected. The persons receiving the highest and second highest numbers of votes shall be first vice president and second vice president, respectively.

C. Executive Committee. The elected officers shall sit as an executive committee for the purpose of developing recommendations to be made to the board of directors.

D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by election by the board of directors.

E. Removal. Any officer elected by the board of directors may be removed from office by the board of directors whenever in the judgment of the board the best interests of the corporation would be served by such removal.

F. Duties. In addition to any other duties assigned to them by these bylaws or from time to time by the board of directors, the officers shall have the following duties:

1. President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors and with the advice of the executive committee, have general supervision, direction and control of the business of the corporation.

BYLAWS OF CALIFORNIA
NONSMOKERS' RIGHTS FOUNDATION

ARTICLE I

Name and Purposes

A. Name

The name of this Corporation (the "Corporation") shall be California Nonsmokers' Rights Foundation.

B. Purposes

The purposes for which the Corporation is formed are as provided in the Articles of Incorporation of the Corporation (the "Articles").

ARTICLE II

Offices

A. Principal Office

The principal office of the Corporation shall be at 2054 University Avenue, Suite 500, Berkeley, California. The Board of Directors of the Corporation (the "Board" or the "Board of Directors") may at any time change the location of the principal office from one location to another provided that such change is consistent with the Articles.

B. Other Offices

There may be other offices as from time to time authorized by the Board or the Executive Committee of the Corporation (the "Executive Committee").

ARTICLE III

Board of Directors

A. Powers of Board

Subject to limitations of the Articles, other sections of these Bylaws, and of California law, all corporate powers of the Corporation shall be exercised by or under the authority of, and the policy and affairs of the Corporation shall be controlled by, the Board of Directors.

B. Members of Board

The members of the Board ("Directors") shall consist of the following persons until their number is expanded or reduced as set forth herein:

- | | |
|---------------------|-------------------------|
| 1. Walt Bilofsky | 12. Merrill J. Matchett |
| 2. David Burns | 13. Richard Mertz |
| 3. Roger Diamond | 14. Andrew McGuire |
| 4. Virginia Ernster | 15. Timothy I. Moder |
| 5. Stanton Glantz | 16. Ed O'Dwyer |
| 6. Peter Hanauer | 17. Irene Peterson |
| 7. John Holtzclaw | 18. Peter Pool |
| 8. Jerry Immel | 19. Rosemary Sunblad |
| 9. Wayne B. Kling | 20. Eddie Tabash |
| 10. Paul Loveday | 21. Georgia Tatum |
| 11. Dan Lowenstein | 22. Ray Weisberg |

C. Number of Directors

The number of Directors shall not be less than seven (7) nor more than forty (40) with the exact number of Directors to be fixed, within the limits specified, by approval of the Board of Directors.

D. Quorum

Seven (7) Directors shall constitute a quorum for the transaction of business. A meeting at which seven (7) Directors are initially present may continue to transact business and shall be deemed to still have a quorum present notwithstanding the withdrawal of Directors from the meeting, if any action is approved by at least five (5) Directors.

E. Special Meetings

Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone or telegraph. Special meetings may be called at any time by the President or by any seven (7) Directors.

F. Action by Board

Subject to provisions of the California Nonprofit Public Benefit Corporation Law or successor statute, 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 an act of the Board. Each Director shall have one vote. There shall be no voting by proxy.

G. Telephonic Meetings

Directors may participate in a meeting through use of conference telephone or other similar communications equipment, so long as all Directors participating in such meetings can hear one another.

H. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall individually or collectively consent in writing to such action.

I. Term and Election of Directors

(1) Seven of the Directors named in Article III (B) hereof shall serve until the end of the general election to be held during 1983, seven of the Directors so named shall serve until the end of the general election to be held during 1984, and eight of the Directors so named shall serve until the end of the general election to be held during 1985, unless any such director shall earlier resign or shall be earlier removed as provided herein. The lengths of original terms shall be determined by lot at the first Board meeting after April 1, 1982.

(2) A majority of Directors present at any meeting of Directors at which a quorum is present shall elect new Directors and persons to fill the unexpired terms of Directors who resign or are removed.

(3) There shall be a general election of Directors at the meeting of the Voting Members once per year during the month of April, May, or June unless the Corporation shall earlier dissolve. A majority of the Voting Members present at such meeting shall elect Directors.

(4) Directors shall serve for fixed terms of three years, but may be reelected indefinitely. Any Director elected at a time other than a general election shall be deemed to have completed one (1) year of service at the next general election. In choosing new Directors, consideration shall be given to geographic representation and representation of active local affiliates. The Board may by resolution establish other criteria upon which the candidacy of new Directors shall be based.

(5) Any Director who misses four (4) consecutive Board meetings shall be deemed to have resigned from the Board.

J. Removal of Directors

Any Director may be removed from office with or without cause if such removal is approved by a majority of all Voting Members.

ARTICLE IV

Membership

A. Members

There shall be three classes of members of the Corporation. The first class of members shall be known as voting members ("Voting Members"); the next class shall be known as supporting members ("Supporting Members") and shall have no vote; and the next class shall be known as associate members ("Associate Members") and shall have no vote.

B. Qualifications of Voting Members

The voting members of the Corporation shall be the persons who from time to time are the Directors of the Corporation. Death, resignation or removal of any Director as provided in these Bylaws automatically terminates such person's membership as a Voting Member. Election of a new successor Director as provided in these Bylaws shall operate to elect that Director as a Voting Member.

C. Qualifications of Supporting Members

Any person who contributes funds or other property to the Corporation shall be a Supporting Member of the Corporation unless he or she is, or becomes, a Voting Member of the Corporation. Election of a person as a Voting Member shall terminate his or her membership as a Supporting Member during the tenure of his or her status as a Voting Member. When such person's tenure as a Voting Member shall terminate, he or she shall once again become a Supporting Member.

D. Qualifications of Associate Member

Any person who solicits signatures on petitions in support of the Corporation's purposes, who signs a petition in support of the Corporation's purposes, who writes to the Corporation regarding the Corporation's purposes, or who spends one hour performing volunteer services in support of the Corporation's purposes shall be an Associate Member of the Corporation. Any person who becomes a Supporting Member or Voting Member shall be terminated as an Associate Member.

E. Voting

Each Voting Member shall be entitled to one vote. There shall be no voting by proxy. Supporting Members and Associate Members shall not be entitled to vote, and no notice of any meeting of the membership of the Corporation need be given to any Supporting Member or Associate Member.

F. Yearly Meeting

There shall be a meeting of the Voting Members within 90 days of April 1 of every year for the purpose of electing new members to the Board of Directors as set forth in Article III hereof. Written notice of such meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each Voting Member.

G. Special Meetings

Special meetings of the Voting Members for any purpose or purposes may be called at any time by the President or by any seven (7) Voting Members. Written notice of such meeting shall be given as set forth in Article IV (F) hereof.

H. Quorum

A quorum for the transaction of business at any meeting of Voting Members shall be seven (7) Voting Members. A meeting at which seven (7) Voting Members are initially present may continue to transact business and shall be deemed to still have a quorum present notwithstanding the withdrawal of Voting Members from the meeting, if any action taken is approved by at least five (5) Voting Members.

I. Telephonic Meetings

The provisions of Article III (G) shall apply to meetings of the Voting Members.

J. Action Without Meeting

Any action required or permitted to be taken by the Voting Members may be taken without a meeting if at least eighty percent (80%) of the Voting Members shall individually or collectively consent in writing to such action.

ARTICLE V

Officers

A. Officers

The officers of the Corporation shall be a President of the Board (the "President"), at least two, but not more than seven, Vice-Presidents (the "Vice-Presidents"), a chief financial officer who shall also be known as the Treasurer (the "Treasurer"), a Secretary (the "Secretary"), and such other officers with such titles and duties as shall be determined by the Board. Any number of offices may be held by the same person, except that neither the Secretary nor Treasurer may serve concurrently as the President.

B. Term and Election

The Board of Directors shall elect all officers of the Corporation, who shall serve until the yearly meeting referred to in Article IV (F) hereof next succeeding such election. At each yearly meeting officers shall be elected by the Board and serve until the next yearly meeting. Officers may be reelected but may not serve in the same office for more than four consecutive complete terms. A vacancy in any office because of death, resignation, removal or otherwise shall be filled by the Board of Directors.

C. President

The President is the general manager and chief executive officer of the Corporation. Subject to control of the Board, the President shall have general supervision, direction and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Board and of the Voting Members, and shall have such other powers and duties as the Board shall from time to time prescribe. The President shall, whenever it may be necessary in his or her opinion, prescribe the duties of employees or of independent contractors with the Corporation (to the extent that such prescription does not conflict with contracts or actions of the Board).

D. Vice-Presidents

(1) There shall be at least one Vice-President for Local Activities whose responsibilities shall include coordinating local activities and representing the needs of local affiliates.

(2) The Board shall elect at least one (1) and not more than six (6) additional Vice-Presidents whose responsibilities and authority shall be determined by the Board at the time of their election.

(3) Two of the Vice-Presidents shall be designated by the Board as First Vice-President and Second Vice-President. In the absence or disability of the President, the First Vice-President shall perform all the duties of the President and shall have all the powers of the President. In the absence or disability of both the President and the First Vice-President, the Second Vice-President shall perform all the duties of the President and shall have all the powers of the President.

E. Treasurer

The Treasurer shall be responsible for the receipt, deposit, recordation and reporting with respect to all funds received or expended by the Corporation. The Treasurer may retain an accountant and a bookkeeper to assist the Treasurer in fulfilling his or her duties. All funds of the Corporation shall be paid out by checks of the Corporation signed by the Treasurer, President, or such employees of or independent contractors with the Corporation as the Treasurer shall authorize in writing. The Treasurer shall have the power to bind the Corporation with respect to any financial commitment unless such financial commitment shall exceed ten thousand dollars (\$10,000). Such limitation may be raised to a higher figure by an action of the Board. The Treasurer shall have such other powers and duties as the Board shall from time to time prescribe.

F. Secretary

The Secretary may execute all documents which have been approved or authorized by the Board, by these Bylaws or by a person authorized by the Board or these Bylaws to approve such documents and may execute all documents required in the ordinary course of the business of the Corporation. The Secretary shall have such other duties and powers as the Board may from time to time prescribe.

G. Removal

Any officer may be removed from office with or without cause if such removal is approved by a majority of all Directors.

ARTICLE VI

Executive Committee

A. Appointment

The Board shall appoint an Executive Committee of not fewer than four (4) Directors, to include the President and Treasurer.

B. Powers of Executive Committee

An action by the Executive Committee shall be deemed to be an action by the Board. Subject to the provisions of the California Nonprofit Public Benefit Corporation or successor statute, every act or decision done or made by a majority of the members of the Executive Committee present at a meeting duly held at which a quorum is present is an action by the Executive Committee. Each member of the Executive Committee shall have one vote. There shall be no voting by proxy.

C. Meetings of Executive Committee

Unless the Board shall by resolution otherwise provide, the President shall call a meeting of the Executive Committee only when, in his or her opinion, it is desirable that one or more actions of the Board be taken prior to the next meeting of the full Board of Directors. Meetings of the Executive Committee shall be held upon four days' notice by first-class mail or upon 48 hours' notice delivered personally or by telephone or telegraph.

D. Quorum

Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may not continue to transact business if a quorum is no longer present at such meeting.

E. Telephonic Meetings and Actions Without Meeting

The provisions of Article III (G) and (H) shall apply to meetings or actions of or by the Executive Committee.

F. Term

Upon the election of a new Board of Directors at the election referred to in Article IV (F) hereof, the newly elected Board shall appoint a new Executive Committee. Members of the Executive Committee may be reappointed.

G. Removal

Any member of the Executive Committee who is removed as a Director shall be automatically removed as a member of the Executive Committee. The Board shall fill such vacancy.

ARTICLE VII

Local Affiliates

A. Application

Existing local organizations concerned with the rights of nonsmokers and groups of people wishing to form such local organizations may apply to the Corporation for status as an affiliate by filing the application form described in Article VII (B) with the Secretary at the Corporation's principal office.

B. Contents of Application

The application for affiliate status shall contain such information, statements, certifications and other evidence as the Board of Directors shall require, including, without limitation, the following:

1. The names, addresses, telephone numbers and signatures of the persons who will serve as the first officers of the affiliate.
2. The names, addresses, telephone numbers and signatures of the first directors of the affiliate.
3. The proposed name of the affiliate.
4. An agreement to comply with all restrictions the Board shall from time to time choose to place on the use of the name "California Nonsmokers' Rights Foundation."

C. Approval or Rejection of Application

(1) Upon receipt of an application for affiliate status, the Secretary shall immediately deliver a copy thereof to the Vice-President for Local Activities. He or she shall consider the application as soon as practicable but no later than 30 days after receipt thereof. Within five days after consideration, he or she shall deliver in writing to the Secretary either an approval of the application or specific reasons for rejection of it.

(2) Upon receipt of written approval of an application by the Vice-President for Local Activities, the Secretary shall include a copy of the application in the notice of the next meeting of the Board of Directors, and shall include on the agenda for that meeting the matter of the pending application.

(3) A local organization shall be granted affiliate status upon a vote of the majority of the Directors present at a Board of Directors meeting duly held.

D. Notice of Decision on Application

(1) The Secretary shall notify an applicant for affiliate status of the approval of the application within five days after approval is granted by the Board of Directors.

(2) The Secretary shall notify an applicant for affiliate status of the rejection of the application within 15 days after receipt of a rejection notice from the Vice-President for Local Activities, or within 15 days after rejection by the Board of Directors. The Secretary shall include in the notice either a copy of the reasons given for rejection by the Vice-President or a copy of that part of the minutes of the meeting of the Board of Directors dealing with rejection of the application.

E. Effective Date of Affiliate Status

A local organization shall attain affiliate status 15 days after approval of its application by the Board of Directors.

F. Names

Affiliate groups may use the name "California Nonsmokers' Rights Foundation, _____ Affiliate," but shall cease using such name or any variation thereof upon suspension or revocation of affiliate status.

G. Services

The Corporation shall provide financial, technical and administrative assistance as well as programmatic materials in support of affiliate activities consistent with the activities and objectives of the Corporation.

H. Suspension or Revocation of Affiliate Status

(1) The affiliate status of any group may be suspended by the Executive Committee on grounds including, but not limited to, any of the following:

- a. Misuse of the affiliate or Corporate name;
- b. Flagrant or repeated misrepresentation of the purposes or positions of the Corporation;
- c. Misappropriation of funds;
- d. Commission of any act in violation of the articles of incorporation, these bylaws, or the law;
- e. Failure to maintain an active program in support of nonsmokers' rights.

(2) The Executive Committee shall notify the Secretary and the Vice-President for Local Activities of the suspension of any affiliate within five days after taking such action.

(3) The Vice-President for Local Activities shall make reasonable efforts to resolve the problems that led to suspension. If successful he or she shall notify the Executive Committee which shall either end the suspension or reject the Vice-President's resolution of the matter. If not successful within 30 days following suspension, or if resolution of the matter has been rejected by the Executive Committee, he or she shall recommend that the group's affiliate status be resolved at the next meeting of the Board of Directors, and so notify the Secretary who shall include on the agenda for the next meeting of the Board the matter of the affiliate's suspension.

(4) At its next meeting, the Board of Directors must take one of the following actions:

- (a) End the suspension and reinstate the group's affiliate status;
- (b) Continue the suspension until the problems causing suspension are resolved to the satisfaction of the Vice-President for Local Activities and the Executive Committee or, if unresolved, then until the next Board meeting, at which further action must be taken; or
- (c) Revoke the group's affiliate status.

(5) The Secretary shall notify an affiliate group of any suspension or revocation of status within five days after such is invoked.

ARTICLE VIII

Amendment of Bylaws

These bylaws may be amended upon a vote of a majority of all Voting Members.

The foregoing is a true and correct copy of the bylaws of California Nonsmokers' Rights Foundation, as adopted on May 22, 1982.


Irene Peterson, Vice President

BYLAWS
OF GASP EDUCATIONAL & LEGAL FUND

ARTICLE I

NAME AND PURPOSE

- A. The name of this corporation shall be GASP EDUCATIONAL & LEGAL FUND.
- B. The purposes for which this corporation is formed are as provided in the articles of incorporation of this corporation.

ARTICLE II

MEMBERSHIP

- A. Qualification. Membership in this organization shall be open to all persons without regard to race, religion, national origin, age or sex; provided, however, that no person with a direct financial interest in the tobacco business may be a member of the corporation without the consent of two-thirds of the directors. For the purposes of this section, a person shall have a "direct financial interest in the tobacco business" if such person or his or her spouse has knowingly invested in or is employed by any company or firm engaged primarily in the growing or processing of tobacco or in the manufacture, distribution, or sale of tobacco products, but a person shall not have such an interest merely because, for example, he or she or his or her spouse stands to inherit money obtained from such an investment or has an interest in such an investment over which he or she has no control.
- B. Dues. Each member in good standing must pay, within the time and on the conditions set by the board of directors, the annual dues in amounts to be fixed from time to time by the board of directors. A person's membership shall expire on failure to pay dues within the time provided above, but may be reinstated on the next payment of annual dues, effective on the date of payment.
- C. Voting Rights. Each single member in good standing shall have one (1) vote and each family membership in good standing shall have two (2) votes on all measures submitted to the membership for decision. Voting by proxy shall not be permitted.
- D. Quorum for Meetings. A quorum shall exist so as to permit the conduct of business of the corporation at any annual or

special meeting of the members if (1) fifteen (15) members eligible to vote on any corporate matter are present at such meeting or (2) no fewer than fifteen (15) of the members eligible to vote have cast written ballots on the matter to be determined at such meeting and such ballots have been received by the secretary or assistant secretary prior to the start of such meeting. However, no such annual or special meeting shall be held unless at least fifty percent (50%) of the chapters then existing are represented by one or more members at the meeting.

E. Annual Meetings. The annual meetings of the members of this corporation shall be held in the month of May or June at such day, hour and place as may be designated by the board of directors, provided, however, that except for meetings held in the City of Fresno or at some other location in California roughly equidistant between the metropolitan areas of Los Angeles and San Francisco, the place of the annual meetings shall alternate each year between Northern California and Southern California.

F. Special Meetings. Special meetings of the members of this corporation may be called for any purpose and at any time or place by the president, by a majority of the board of directors, or by five percent or more of the members. The notice of the meeting shall state the general nature of the business to be transacted.

G. Record Date for Member Notice, Voting, Giving Consents and Other Actions.

1. To be Determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the board of directors may fix, in advance, a "record date," which shall not be more than 60 nor fewer than 10 days before the date of the meeting. Only members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

2. Record Date if Board Fails to Set It. If the board of directors does not fix the record date for notice, for voting, for consents, or any other action, the record date shall be as follows:

a. For Notices or Voting. The record date for determining those members entitled to receive notice of, or to vote at, 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.

b. For Written Consent to Action Without Meeting. The record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior

action by the board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the board has been taken, it shall be the day on which the board adopts the resolution relating to that action.

c. For Other Actions. The record date for determining those members entitled to take any other action shall be the date the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

3. "Record date". For purposes of this Section G, a person holding membership as of the close of business on the record date shall be deemed a member of record.

H. Notice of Meetings. at the time of giving notice,

1. Regular meetings. Written notice of the day, time and place of each annual meeting, and of the matters which the board, intends to present for action by the members, shall be sent at least 15 days, but not more than 90 days, prior to the meeting, to each person who is a member of the corporation. Notice may be given personally or by mail or by any other means of written communication, including but not limited to publication of notice in the corporation's newsletter. Notices given by mail, other than first class or registered or certified mail, shall be given not less than 20 days before the meeting.

2. Special Meetings. Written notice of the day, time and place of each special meeting shall be given in the same manner as notice of the annual meeting of the members, except that the notice shall also specify the general nature of the business to be transacted, and no other business may in that case be transacted.

3. Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

a. Amending the articles of incorporation; and

b. Voluntarily dissolving the corporation.

4. Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary or assistant secretary of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

I. Waivers of Notice; Consent; Action Without a Meeting.
Members may waive notice of meetings, consent to action at meetings, or act by written consent without a meeting, all as provided in the Corporations Code of the State of California.

ARTICLE III

BOARD OF DIRECTORS

A. Number of Directors. There shall be a board of directors, which shall be generally responsible for conducting the affairs of the corporation. The number of directors shall be determined by the board of directors from time to time, subject to these bylaws. Concurrently with any resolution admitting a new chapter which qualifies for a director, the board shall increase the number of elected directors to allow the director for the new chapter, subject to the following limits.

1. "Elected Directors". Not less than 5 and not more than 50 directors shall be elected as provided in Article VI (the "elected directors"). Each elected director shall be a member of the corporation.

2. "Public Directors". Not less than none (0) and not more than 25 directors shall be selected by a majority of the elected directors present at a meeting at which a quorum is present, so long as the total number of directors does not exceed 50. This group of directors is called the "public directors." The public directors need not be members of the corporation, but shall satisfy all criteria for membership, except for payment of dues.

3. "Director". The term "director" means both public and elected directors.

4. First Directors. The first elected directors of the corporation and their chapter affiliation are as follows:
See Exhibit A, attached and incorporated by this reference.

B. Duties and Powers. Subject to the limitations of the articles of incorporation, other provisions of these bylaws, and of the law, the board of directors shall have the duty and power to:

1. Select and remove all officers, agents, and employees of the corporation; prescribe their duties; fix their compensation; and require from them security for faithful service.

2. Conduct, manage and control the affairs and business of this corporation and make rules and regulations.

3. Delegate such duties and powers enumerated in subsections B.1. and B.2. of this Article to other members, officers, agents, or employees of the corporation as the board sees fit.

4. 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.

5. Cause this corporation to merge with the Group Against Smoking Pollution Legal Foundation, provided that the voting rights and power of chapters and members under these bylaws are not modified in any material respect in connection with such a merger. The board of directors may approve any name change in connection with such merger as they shall deem appropriate, and either organization may be the surviving entity. Documents to effect such a merger shall be signed by such officers as the board of directors may designate.

C. Terms.

1. Elected Directors. Except as provided below for the terms of the first directors, the term of office of each elected director of the corporation shall be from the end of the annual membership meeting following the director's election, until the end of the second annual membership meeting after the term begins, and a successor is elected and qualified.

2. Public Directors. The term of each public director shall be from the date that director accepts an invitation to join the board by the board, until the end of the second annual membership meeting after the term of the director's office begins, and a successor is elected and qualified.

3. Initial Terms.

a. First Directors. The term of each first director of this corporation shall conclude at the end of the annual membership meeting in the year set forth by that director's name in section A.4. of article III.

b. Additional Directors. The term of each elected director added to the board as a result of the admission of a new chapter shall begin on the date on which that director is elected, and shall conclude as follows:

1. The term of the first director and every other director added (for example, the first, third, fifth and seventh directors added) shall conclude at the end of the next

annual membership meeting held in an even-numbered year (such as 1982, 1984).

ii. The term of all other directors added shall conclude at the end of the next annual membership meeting held in an odd-numbered year.

D. Removal of Directors.

1. Absence. If any elected director and the alternate director is absent from two consecutive meetings of the board of directors, that elected director (and his or her alternate) shall be removed from the office of director, and the board of directors shall declare the director's office eliminated, so long as the number of elected directors is not reduced below five.

2. Failure to File Reports. If a chapter fails to file reports required by the corporation treasurer within 25 days after the corporation treasurer deposits in the United States Mail, certified, return receipt requested, postage prepaid, and addressed to the chapter president and its treasurer as shown on the chapter's last certificate of officers, a notice in substantially the following form:

IMPORTANT. Your chapter has failed to file the report requested by the Treasurer by letter dated _____. If this report is not delivered to the Treasurer within 25 days after the date this notice was mailed, your elected director will not be able to vote at the meetings of the board of directors, your chapter votes will not be counted in determining whether a quorum of the board of directors is present, and no further chapter allocations from membership dues and fees will be given to your chapter until your report is filed. This notice is given under section D. 2. of article III of the bylaws;

then the elected director and the alternate director representing that chapter shall be removed from the office of director, and the board of directors shall declare the director's office eliminated, so long as the number of elected directors is not reduced below ten. No further chapter allocation funds shall be sent to the chapter from the day the notice is mailed until the chapter report is filed.

3. Quorum. The voting power of a chapter whose director and alternate director have failed to attend two successive meetings of the board, and the voting power of a chapter which has failed to file the reports as required by a notice given in accordance with subsection D.2. above shall not be included in determining whether a quorum is present for a meeting.

4. Certificate. A certificate signed by the treasurer or the secretary, reciting the facts which cause an elimination of a director's office under subsection D.1. or D.2. above, shall be prima facie evidence of the existence of those facts.

5. Reinstatement. The board of directors may reinstate any office in accordance with Article VI.
L director's

E. Vacancies.

1. Elected Directors. The members of a chapter may elect a new elected director to complete the unexpired term if a vacancy occurs in the office of an elected director.

2. Public Directors. The directors may elect a director to complete the unexpired term if the office of a public director becomes vacant.

F. Voting Rights.

1. Elected Directors. Each elected director is entitled to one vote for each one hundred (100) members or fraction thereof in the chapter that he or she represents on all matters before the board of directors.

2. Public Directors. Each public director is entitled to one vote.

3. Calculation of Votes. For purposes of determining the number of votes held by an elected director, the number of members shall be the number of members on the last day of the month immediately preceding the month in which the meeting is held.

G. Organizational Meetings. On the same day as the annual membership meeting, the board of directors shall hold a meeting for the purposes of organization, election of officers, and the transaction of such other business as may come before the board.

H. Regular Meetings. There shall be regular meetings of the board of directors to be held three times per year, in the fall, winter and spring, at such time and place as may be designated by the board of directors, provided, however, that except for meetings held in the City of Fresno or at some other location in California roughly equidistant between the metropolitan areas of Los Angeles and San Francisco, such meetings shall alternate between Northern California and Southern California. The fall meeting shall be held in September or October, the winter meeting in January or February, and the spring meeting in May or June. The annual organizational meeting shall be included as a regular meeting.

I. Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called at any time, and at any place, by the President, the executive committee, or a majority of the board of directors.

J. Notice of Meetings.

1. Written notice of the time and place of any organizational, regular or special meeting shall be delivered personally to each director or sent to each director by mail or other form of written communication, charges prepaid, addressed to the director either at his or her address as it is shown on the records of the corporation or, if it is not so shown on the records and is not readily ascertainable, to the address of the chapter shown on the records of the corporation. The notice shall be sent at least ten (10) days prior to the time of holding any organizational or regular meeting and at least five (5) days prior to the time of holding any special meeting.

2. The board of directors shall, in a manner determined by the board, make a good faith effort to notify the membership of all organizational and regular meetings. No effort need be made to notify the membership of special meetings.

K. Place of Meetings. Subject to sections H. and I. of article III, the board of directors shall hold its meetings at any place within the city in which the meeting is to be held as the president may designate. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

L. Meetings Open to Membership. With the exception of executive sessions, which may be held to discuss personnel matters and business related to legal actions in which the corporation is involved, all meetings of the board of directors shall be open at all times to any member who wishes to attend.

M. Quorum. A group of elected directors entitled to cast a majority of the votes held by all elected directors (not including the votes of any chapter which are to be excluded under section D. 3. of article III) shall constitute a quorum at any meeting of the board. The act of a majority of the voting power of those voting ~~at any meeting~~ at any meeting at which a quorum is present shall be considered the act of the board of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if action taken is approved by at least a majority of the required quorum for that meeting.

N. Validation of Meeting. The transactions of the board of directors at any meeting, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each director not present signs a written waiver of notice, a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

O. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

P. Notice of Adjournment. Notice of the time, day and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Q. Action Without Meeting. Any action required or permitted to be taken by the board of directors under the provisions of the California Corporations Code, the articles of incorporation, or these bylaws may be taken without a meeting, if ninety percent (90%) of the members of the board shall individually or collectively consent in writing to such action. The written consent or consents shall be filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as a unanimous vote of the directors. Any certificate or other document filed on behalf of the corporation relating to an action taken by the board without a meeting shall state that the action was taken by written consent of the board of directors without a meeting, and that the bylaws of this corporation authorize its directors so to act.

R. Compensation and Expenses. The members of the board of directors shall serve without compensation for their services as directors, provided, however, that they may be reimbursed from time to time for all expenses incurred on behalf of this corporation, and provided, further, that nothing herein shall preclude remuneration to such persons for services to this corporation other than services as directors. Nevertheless, any agreement by which a director is to receive more than one hundred dollars (\$100) per month for services rendered to the corporation shall not be valid unless approved by the board of directors.

S. Conflict of Interest. In the exercise of voting rights by members of the board of directors, no individual may vote on any issue, motion or resolution which inures to his benefit financially or otherwise, except that such individual may be counted in order to qualify a quorum and may participate in the discussion of such an issue, motion or resolution if he discloses the nature of his conflict. A director may vote for him/her self for election as an officer.

ARTICLE IV

OFFICERS

A. Generally. The officers of this corporation shall be a president, six vice presidents, a secretary, assistant secretary, treasurer, assistant treasurer, and such other officers as the board of directors may appoint. At most, four vice presidents may be from either the Northern or Southern California regions. a person may not hold an office unless he or she is a member of the corporation. Any number of offices may be held by the same person, except that neither the secretary, the treasurer, nor their assistants may serve concurrently as the president.

B. Election and Terms of Office. All officers of the corporation shall be elected annually by the board of directors at the board's organizational meetings as described in article III, section G. of these bylaws. Each officer shall hold office for a term of one year and until his or her successor is elected and qualified. An officer may succeed himself in office.

In voting for vice presidents, each director may vote for up to six candidates, each receiving the number of votes allocated to that director. Subject to the restrictions of Article IV, section A, the six persons receiving the highest numbers of votes shall be elected. The persons receiving the highest and second highest numbers of votes shall be first vice president and second vice president, respectively.

C. Executive Committee. The elected officers shall sit as an executive committee for the purpose of developing recommendations to be made to the board of directors.

D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by election by the board of directors.

E. Removal. Any officer elected by the board of directors may be removed from office by the board of directors whenever in the judgment of the board the best interests of the corporation would be served by such removal.

F. Duties. In addition to any other duties assigned to them by these bylaws or from time to time by the board of directors, the officers shall have the following duties:

1. President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors and with the advice of the executive committee, have general supervision, direction and control of the business of the corporation.

The president shall preside at all meetings of the board of directors and of the members of this corporation. The president shall sign, together with the secretary or assistant secretary, all agreements and conveyances and all other instruments in writing which have been authorized by the board of directors and he or she shall be empowered to sign checks on funds of the corporation, provided, however, that the board of directors may by resolution authorize any other person or persons to execute in the name of the corporation all contracts and conveyances and all other instruments in writing and to sign checks drawn on the funds of the corporation.

2. Vice Presidents. In the absence or disability of the president, the first vice president, or in the absence or disability of both the president and the first vice president, the second vice president shall perform all the duties of the president, and in so acting shall have all the powers of the president.

3. Secretary. The secretary shall keep or cause to be kept at the principal office of the corporation or at such other place as the board of directors may order a book of minutes of all meetings of the board of directors and of the members with the time and place of holding, whether regular or special, and if special how authorized, the notice given thereof, the names of those present at the board of directors' meetings, the number of members present at membership meetings, and the proceedings thereof. The secretary shall also keep or cause to be kept a membership register showing the names of the members and their addresses. The secretary shall give or cause to be given notice of all the meetings of the members and of the board of directors required by these bylaws or by law to be given, and the secretary shall keep the seal of the corporation in safe custody. Moreover, as provided in subsection 1 of this section, the secretary shall sign, together with the president, all agreements and conveyances and all other instruments in writing which have been authorized by the board of directors.

4. Assistant Secretary. In the absence or disability of the secretary, the assistant secretary shall perform all the duties of the secretary, and in so acting shall have all the powers of the secretary.

5. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of accounts shall at all times be open to inspection by any member of the corporation. The treasurer shall also receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated for such purposes by the board of directors, and he or she shall be empowered to sign checks on the funds of the corporation.

6. Assistant Treasurer. In the absence or disability of the treasurer, the assistant treasurer shall perform all the duties of the treasurer, and in so acting shall have all the powers of the treasurer.

G. Compensation and Expenses. The officers of this corporation shall serve without compensation for their services as such, provided, however, that they may be reimbursed from time to time for all expenses incurred on behalf of the corporation, and provided further that nothing herein shall preclude remuneration to such persons for services to the corporation other than services as officers. Nevertheless, any agreement by which an officer is to receive more than one hundred dollars (\$100) per month for services rendered to the corporation shall not be valid unless approved by the board of directors.

H. Procedures Notebook. The president, the secretary and the treasurer shall keep a notebook with a record of tasks to be performed by each which are of a recurring nature such as reports to state and federal agencies, reports required from chapters, notices, and the times at which those tasks are to be performed. This notebook shall be passed on to the successors of those officers at the end of their terms.

ARTICLE V

COMMITTEES

A. Generally. Committees of this corporation shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these bylaws or as are delegated by the authority appointing the committee, subject to these bylaws and the law.

1. Standing Committees. Standing committees shall consist of such standing committees as the board of directors may authorize from time to time. Each such committee shall stand discharged when a new committee is appointed for the same task.

2. Special Committees. Special committees may be appointed for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as is specifically conferred by action of the authority appointing the committee. Upon completion of the task for which appointed, such special committees shall stand discharged.

3. Vacancies. Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

4. Quorum, Meetings. A majority of the members of the committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

5. Expenditures. Any expenditure of corporate funds by a committee shall require prior approval of the authority appointing the committee and, in the case of expenditures which must be approved by the board, by the board, except to the extent the board has appropriated a specific sum for expenditure by that committee.

B. Appointed by President. The president may appoint committee members and chairpersons at his or her discretion. Such committees shall be advisory only and subject to the control of the president.

C. Appointed by Board. The board may appoint committee members and chairpersons to serve at the pleasure of the board. Any committee appointed by the board shall, to the extent provided in the appointing resolution, have all the authority of the board, subject to the limits imposed by the California Corporations Code.

ARTICLE VI

CHAPTERS

A. Initial Chapters. The following chapters are recognized as duly constituted on the date these bylaws are filed with the Secretary of State:

See Exhibit B, attached and incorporated by this reference.

B. Additional Chapters. Any group of 50 or more members residing within a contiguous geographical area may become a chapter of this corporation, with all the rights, powers and responsibilities of chapters specified in this Article, on application and approval as provided in section C.

Application and Approval.

C. /A chapter shall be admitted on delivery to the secretary of a written application on a form prescribed by the board of directors (or if no form is prescribed by the directors, then on a form containing the information set out in Section E), completed and signed by three members of the proposed chapter, accompanied by the following:

1. Written approval by the board(s) of directors of all other chapters to which the geographical area of the proposed chapter is assigned at the time of the application; and

2. Written approval by the vice president who is responsible for that geographic area; and

3. Written approval by the president and a majority of the executive committee; and

4. A certificate by the vice president responsible for that geographic area that notice of the proposed chapter formation was given by mail to all members of the corporation residing in the proposed chapter geographic area, and that no fewer than 8 members residing in that area attended an organizational meeting.

The chapter shall be admitted effective on the day following the last day of the month in which the completed application and approvals required above are delivered to the secretary.
or Defect in Application.

D. Notice of Admission. The secretary shall deliver to the treasurer a copy of the application, shall include a copy of the application in the notice of the next meeting of the board of directors, and shall include on the agenda for that meeting the matter of an increase in the number of directors to allow a director to represent the newly-admitted chapter. The secretary shall file the application and written consents with the records of that meeting. The secretary shall notify the chapter of defects in the application or of its admission within 20 days after receipt of the application.

E. Content of Application. The application for chapter admission shall contain such information, statements, certifications and other evidence as the board of directors including, without limitation, the following: shall require

1. The name, address, telephone number and signature of the persons who will serve as the first officers of the chapter.

2. The name, address, telephone number and signature of the first directors of the chapter.

3. The name, address, telephone number and signature of the persons who will represent the chapter as the elected director and alternate elected director if the board of directors authorizes a director for that chapter.

4. An agreement to comply with all provisions of the articles of incorporation and the bylaws of this corporation.

5. An agreement to use the uniform chapter bylaws.

6. A list of the zip code areas to be allocated to that chapter.

7. An agreement, signed by four members, agreeing to spend at least two hours a month working for the chapter (not including attending membership meetings, meetings of the chapter directors, or meetings of the corporation board of directors).

8. Acknowledgment of receipt of the corporation's manual regarding:

- a. The duties of the chapter treasurer and secretary,
- b. The criteria for retaining chapter status, and
- c. The criteria for retaining a vote on the board of directors.

9. The name, address and telephone number of the person responsible for giving chapter news to the newsletter editor.

10. The name of the chapter.

F. Adjustment of Chapter Boundaries. At its sole discretion, the board of directors may adjust the boundaries between chapters.

G. Names. Each chapter of this corporation shall be designated as " Chapter, GASP EDUCATIONAL & LEGAL FUND, or GASP EDUCATIONAL & LEGAL FUND, Chapter," and the identifying word or words to be placed in the above blank space shall designate, as closely as possible, the city, county or commonly known geographical area in which the chapter is located.

H. Powers. Each chapter shall be authorized to act within its designated geographical area to:

- a. Solicit membership;
- b. Raise funds;
- c. Promote the purposes of the corporation through educational or social methods; and
- d. Work in conjunction with like-minded organizations to promote the purposes of the corporation, subject to the control of the president, provided that such activity does not in any manner entail a violation of or an unauthorized extension of such purposes; and
- e. Imprint the chapter name and address on all corporate literature.

2. Voting. Chapters represented by a director as provided in section A.4. of Article III and chapters with directors approved by the board of directors shall be entitled to vote at meetings of the board of directors as provided in Article III so long as the chapter and its director satisfy the conditions for voting contained in Article III. Any chapter represented by a director may elect not to be represented by a director by delivering to the secretary of the corporation a written statement that the chapter has decided not to have a director on the board of directors, with a certificate by the chapter secretary that the decision was made by a majority of the chapter board of directors at a meeting duly noticed and held, after notice to the chapter members of the proposed actions.

I. Election of Chapter Directors. Each chapter shall have at least three chapter directors, but not more than ten chapter directors. The number of chapter directors shall be determined by the first chapter directors named on the application, who shall serve until the end of the first chapter membership meeting at which directors are elected. That meeting shall be not later than one year from the date the chapter is formed.

J. Election of Officers and Directors to the Corporation Board of Directors. Election of officers (and elected directors if applicable shall be held in January, February, or March. The chapter directors shall elect at least the following officers:

1. A chapter president or coordinator, who shall have the authority of a president. (Two or more persons may serve as co-coordinators.)

2. A chapter treasurer responsible for handling all financial matters of the chapter and for communicating with the corporation treasurer on financial concerns of the corporation whenever required.

3. A chapter secretary responsible for certifying to the corporation secretary the names and terms of the officers of the chapter.

4. In the case of a chapter entitled to vote on the board of directors, an elected director and alternate elected director responsible for representing the chapter at meetings of the board of directors. The elected director may be the chapter president, coordinator, secretary or treasurer.

One person may hold the offices of chapter treasurer and chapter secretary.

K. Notification of Selection. To facilitate a smooth transition from the outgoing to the incoming corporation board of directors, the name of each elected director to begin a regular term of office shall be communicated to the secretary by the chapter appointing that elected director, on or before April 10 prior to the annual membership meeting at which that elected director's term is to begin.

L. Substitutes. If a chapter's elected director and its alternate elected director are unable to attend a meeting of the board of directors, the chapter board of directors may appoint a substitute who shall be recognized only if he or she delivers to the secretary a certificate signed by the chapter secretary stating the name of the substitute elected director and that he or she was appointed by the chapter board of directors.

M. Distribution of Funds.

1. All applications for membership in the corporation shall be processed and recorded in the principal place of business of the corporation. If a membership application is received from a person or persons residing within a geographical area in which there is a duly constituted chapter, membership dues of fifteen dollars or less received with such application shall be divided between the corporation and the chapter as follows:

Sixty percent (60%) of such dues to the corporation, and forty percent (40%) of such dues to the chapter.

On all membership application forms, the applicant shall be given the opportunity to specify that any membership dues in excess of fifteen dollars (\$15) and any donations are to be divided in any manner between the corporation and the chapter. Whenever such choice is not specified, all monies received in excess of fifteen dollars (\$15) membership dues shall be divided between the corporation and the chapter as follows:

Sixty percent (60%) of such monies to the corporation and forty percent (40%) of such monies to the chapter.

2. It shall be the responsibility of the treasurer to transmit to each chapter its share of membership dues and donations, together with a complete record of the names and addresses of, and amounts received from, all members belonging to such chapter at least once every 3 month(s), on or before the 10th day of the month.

3. No dues shall be assessed or collected by a chapter. However, chapters may conduct fundraising and other activities which require members and others to pay a fee in order to participate.

N. Standardization of Literature. The corporation may determine that certain literature distributed by the corporation is to be standardized throughout the corporation, in which case no chapter may reproduce or distribute such literature in any form other than as specified by the corporation, except that it may imprint the chapter name on the literature in accordance with the provisions of subsection H.1.e. of this article.

O. Suspension of Status.

1. The chapter status of any group may be suspended by the board of directors on grounds including, but not limited to, any of the following:

a. Misuse of the chapter or corporation name;

b. Flagrant or repeated misrepresentation of the purposes of the corporation;

c. Misappropriation of funds;

d. Commission of any act in violation of the articles of incorporation, these bylaws, or the law; or

e. Failure to satisfy the minimum requirements for chapter status set forth in section P. of this article.

2. The chapter status of any group shall be suspended on a failure to file reports required by the corporation treasurer after the notice specified in section D.2. of article III, unless the board of directors determines that the certificate presented by the treasurer as specified under section D.4. of article III is not accurate.

3. On suspension of a chapter, the office of the elected director representing that chapter shall be eliminated, so long as the number of elected directors is no fewer than **five**.

4. At any time after a chapter has been suspended by either the board or the membership, the chapter may apply to the board for reinstatement.

P. Minimum Requirements for Retention of Chapter Status.
The chapter status of any group may be suspended by the board of directors if:

1. The elected director for that chapter fails ^{per year} to attend at least two meetings of the board of directors. Attendance by an alternate elected director or a substitute elected director shall be considered attendance by the elected director.

2. The chapter does not perform at least two of the following: **criteria:**

a. Have at least four members who agree in writing to spend two hours a month, for one year, working for the chapter (not including time spent in membership meetings, or in meetings of the chapter board of directors or the corporation board of directors.).

b. Operate a cardtable and distribute the corporation's literature at at least four events a year (such as health fairs, marathon runs, conventions or community forums).

c. Increase the membership of the chapter during the last fiscal year of the corporation by the lesser of:

i. 5 members; or

ii. 3% of the membership of the chapter at the start of that fiscal year.

ARTICLE VII

GENERAL PROVISIONS

A. Fiscal Year. The fiscal year of this corporation shall end on the 30th day of June of each year.

B. Offices. This corporation shall have and continuously maintain in the State of California a registered office in the County of Alameda and may have such other offices within the State of California as the board of directors may from time to time determine.

C. Seal. The corporate seal shall consist of two concentric circles with the words "GASP Educational Foundation."

D. Amendments. Except in the case of amendments listed in subsection D. below, any director may propose an amendment to these bylaws by mailing a typed or printed copy of the proposed amendment to the secretary. The secretary, within thirty days after receiving the proposed amendment, shall mail a copy of it to each director. No sooner than thirty days and not more than one hundred and eighty days after the mailing of the proposed amendment, the board of directors shall consider it at a regular or special meeting. A two-thirds affirmative vote of the members of the board of directors present shall be required for approval.

1. If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by this section or by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

2. The board of directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:

a. Any provision increasing the terms of directors;

b. Any provision allowing one or more directors to hold office by designation or selection rather than election by the chapter directors;

c. Any provision giving the board of directors power to fill vacancies on the board created by removal of directors;

d. Any provision increasing the quorum for members' meetings.

3. Any provision fixing or changing the method of choosing directors or the maximum or minimum number of directors may be adopted, amended or repealed only by a vote of a majority of a quorum at a meeting of the members duly and regularly called for that purpose, or by written ballot in accordance with California Corporations Code Section 5513, as amended.

CERTIFICATE OF SECRETARY

I, the undersigned, certify:

That I am the presently elected and acting Secretary of GASP EDUCATIONAL & LEGAL FUND, a California nonprofit corporation; and

That the foregoing bylaws, consisting of 20 pages, including this page, constitute the bylaws of this corporation, as adopted at a meeting of the board of directors held on the 17th day of October, 1981.

Dated: September 13, 1981

January 30, 1982

James Peterson
, Secretary

EXHIBITS ATTACHED:

| | |
|-----------|--------------------------|
| Exhibit A | List of Directors |
| Exhibit B | Chapters and territories |

EXHIBIT A
TO BYLAWS OF GASP EDUCATIONAL & LEGAL FUND

| <u>Director</u> | <u>Chapter</u> | <u>Year Term Expires</u> |
|--------------------------------|---------------------|------------------------------|
| Tim Moder | East Bay | 1983 |
| Bob Edwards | Diablo Valley | 1982 |
| Jay Matchett | Orange County | 1983 |
| Chuck Mawson | Sacramento | 1982 |
| Walt Bilofsky | San Fernando Valley | 1983 |
| E. Richard Mertz | San Gabriel Valley | 1982 |
| Ed O'Dwyer | Santa Clara | 1983 |
| Irene Peterson | Westside | 1982 |
| (No initial director named) | San Diego | 1982 |

This is the list of zip codes approved at the 10/17/81 meeting. Please substitute it for the Exhibit B attached to your copy of the Bylaws.

EXHIBIT B
TO BYLAWS OF GASP EDUCATIONAL & LEGAL FUND

Initial Chapters

Zip Codes or County

| | |
|---------------------|--|
| Diablo Valley | All of Contra Costa County except those areas allocated to East Bay Chapter |
| East Bay | 94801, 94803, 94804, 94805, 94806, 94530, 94564, Oakland, Berkeley, Rodeo & cities listed below. |
| Orange County | 90620, 90621, 90622, 90623, 90624, 90630, 90631, 90638, 90680, 90720, 90740, 90742, 90743, 926__, 927__, 928__. |
| Sacramento | Sacramento County |
| San Diego | 920__, 921__. |
| San Fernando Valley | 91040, 91042, 913__, 914__, 915__, 916__. |
| San Gabriel | 90041, 90042, 90065, 90023, 90031-33, 90063, 90640, 91001, -006, -011, -020, -024, -030, 911__, 912__, 91731-34, * |
| Santa Clara | Santa Clara County |
| Westside | 90008, 90016, 90019, 90024, 90025, 90035, 90034, 90036, 90043, 90046, 90048-50, 90049, 90056, 90064, 90066, 90067, 90069, 90210, 90211, 90212, 90230, 90265, 90272, 90290, 90291, 904__. |
| East Bay (cont.) | Crockett, Hercules, Albany, Piedmont, Emeryville, Alameda, San Leandro, San Lorenzo and Castro Valley. |

*(San Gabriel, cont.) 91754, 91770-78, 91780, 918__.

Footnote: "XXX__" means that all zip codes beginning with the numerals given in the location of the X's are a part of that chapter's territory.

BYLAWS OF
GROUP AGAINST SMOKING POLLUTION
LEGAL FUND

I. PRINCIPAL OFFICE. The principal office for the transaction of the business of this association is fixed and located at 4779 Hartnett Avenue, Richmond, Contra Costa County, California. The directors may at any time or from time to time change the location of the principal office from one location to another in this county.

II. MEMBERS. (a) Each person who donates or secures the donation of \$10.00 or more to this association shall be a member of this association and shall have one vote on all measures submitted for the membership's decision for one year from the last date upon which donations from or secured by that person totaled \$10.00, not including previous donations used by that person to secure membership.

(b) No person engaged in, married to a person engaged in, employed by a person engaged in, or in any other way financially interested in, nor any firm or corporation engaged in the growing or processing of tobacco or in the manufacturing, distributing, or selling of tobacco products may be a member of this association without the consent of four-fifths of the directors thereof.

(c) No person, firm, or corporation who is a defendant or may be a defendant in any action commenced or contemplated by this association, or any person, firm, or corporation whose interests would be substantially adverse to this association in any such action, or any person employed

by, married to, or who has a financial interest in such a defendant or adversely interested party may be a member of this association without the consent of four-fifths of the directors thereof.

III. MEETINGS: QUORUM. (a) The annual meeting of the members of this association shall be held on the second Thursday of January of each year at 7 p.m. in the Mitchell Room of the Berkeley Public Library, Berkeley, California, or at any other time in January, and at any other place determined by a resolution of the directors. No notice of any such annual meeting need be given if it is held on the second Thursday of January at 7 p.m. in said Mitchell Room; otherwise written notice of the time and place of the annual meeting shall be delivered personally to each member or sent to each member by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of the association, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of the members are regularly held. Any notice shall be mailed or delivered at least seven days before the date of the meeting.

(b) Special meetings of the members of this association for any purposes may be called at any time by the president of the association or by any three directors. Written notice of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members.

(c) A quorum for any meeting of the members shall

be twenty percent of the total membership. If a quorum is not present at any meeting, the meeting may be rescheduled for another time by a notice given as required for annual meetings of the members. If such notice of said postponed meeting states that the quorum requirements will be reduced at the next meeting then the quorum for the postponed meeting shall be ten percent of the total membership. As an alternative to a meeting, and upon resolution by the directors, ballots on such measures as are before this association's membership for their decision, together with the full text of such measures, may be sent to all members in the same manner as required for notice of annual meetings of the members. A return of twenty five percent of such ballots shall make the results binding upon this association.

IV. DIRECTORS. (a) The board of directors shall consist of five members until the number of directors is changed by amendment to these bylaws.

(b) Three members of the board of directors shall constitute a quorum for the transaction of business.

(c) Powers of Directors. Subject to the limitations of the Articles of Association, other sections of these bylaws, and of law, the directors shall have the following powers:

(1) To select and remove all the other officers, agents, and employees of this association; prescribe such duties for them as may not be inconsistent with law, the Articles of Association, or these bylaws; fix their compensation, and require from

them security for faithful service.

(ii) To conduct, manage, and control the affairs and business of this association, and to make rules and regulations not inconsistent with law, the Articles of Association, or these bylaws.

(iii) Except as provided below for the initial terms of the first directors, the term of office of each director of this association shall be one year or until his successor is elected. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such terms expire. A director may succeed himself in office. The first directors shall hold office until the annual membership meeting in January, 1975.

(iv) Vacancies on the board of directors shall be filled by a majority of the remaining directors then in office even though less than a quorum. A successor director so elected shall serve for the unexpired term of his predecessor.

(v) Regular meetings of the board of directors shall be held at any place, within or without the state that 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 this designation regular meetings shall be held at the principal office of this association. Special meetings of the board may be held either at a place designated or at

the principal office. All board meetings shall be open to any member wishing to attend, though notice of special meetings of the board need not be given to the members.

(vi) Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purposes of organization, election of officers, and the transaction of other business. No notice of this organizational meeting need be given.

(vii) The other regular meeting of the board of directors shall be held without call or notice on the second Thursday of each July at 7 p.m. in the Mitchell Room of the Berkeley Public Library, Berkeley, California, provided, however, that should that day fall on a legal holiday, then the meeting shall be held at the next day that is not a holiday.

(viii) Special meetings of the board of directors for any purpose or purposes may be called at any time by the president or by any three directors. Written notice shall be delivered personally to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of this association, or if it is not so shown on the records or is not readily ascertainable, at the place at which the meetings of the

directors are regularly held. The notice shall be mailed at least seven days before the time the special meeting is to be held.

(ix) The transactions of any meeting of the directors, however called and noticed, and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the absent directors signs a written waiver of notice, consent to hold the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the association records, or made part of the minutes of the meeting.

(x) Any action by the board of directors may be taken without a meeting if a number of directors constituting a quorum consent in writing to such action after a diligent, good faith effort has been made to notify all directors of the proposed action and the reasons therefore, and twenty four hours has elapsed since the first attempt to reach all directors by telephone or in person.

(xi) The directors shall receive no compensation for their services as directors.

V. OFFICERS. (a) The officers of this association shall be a president, first vice president, second vice president, secretary, and treasurer, and such other officers as the board of directors may appoint.

(b) The board of directors shall elect all officers of the association for terms of one year, or until their

successors are elected and qualified.

(c) A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the board of directors.

(d) President. Subject to the control of the board of directors, the president shall have general supervision, direction, and control of the business and affairs of the association, and shall supervise the keeping of the records of this association. He shall preside at all meetings of the members and trustees and shall have such other powers and duties as may be prescribed from time to time by the board of directors.

(e) Vice Presidents. In the absence or disability of the president the first vice president or, in the absence or disability of both the president and first vice president, the second vice president shall perform all the duties of the president and in so acting shall have all the powers of the president. Each vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

(f) Secretary. The secretary shall keep a record of all decisions made by and agreements made among the directors at meetings of the board, and shall make service of such notices as may be necessary or proper, and shall discharge such other duties of the office as prescribed by the board of directors.

(g) Treasurer. The treasurer shall receive and safely keep all funds of this association and deposit them in the bank or banks that may be designated by the board of directors. Those funds shall be paid out only upon a withdrawal

slip or check signed by the treasurer and one other director, or if the treasurer is disabled any two officers as may be designated by the board of directors. The treasurer shall have such other duties as prescribed by the board of directors.

VI. AMENDMENT OF BYLAWS. These bylaws may be amended or repealed and new bylaws adopted by the vote of a majority of the members of the board of directors at any directors' meeting, except that a bylaw changing the number of directors may be adopted, amended, or repealed only by the vote or written consent of a majority of the members of this association or the vote of a majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.

IN WITNESS WHEREOF, we, the undersigned, being the first members of this association and officers and directors thereof, do ratify and adopt these Bylaws this TWENTIETH day of DECEMBER, 1973.

herby authorize David M.
son. to sign my name to
Articles of Association & By-Laws
the Agency Against Junking
in the Legal Field.
Bruce J. Shourt 12-18-73
BRUCE J. SHOURT

David M. Peterson
David M. Peterson, President

Helen Story
Helen Story, First Vice President

Bruce Shourt by David M. Peterson
Bruce Shourt, Second Vice President

Sylvan H. LaClair
Sylvan H. LaClair, Secretary

Irene Peterson
Irene Peterson, Treasurer

RESOLUTION

WHEREAS, The Group Against Smoking Pollution Legal Fund was formed upon signing of the Articles and Bylaws thereof by its Directors on the twentieth day of December, 1973, and

WHEREAS, The organization is progressing toward full status as a charitable, non-profit organization for the benefit of non-smokers' rights, and

WHEREAS, The President forgot to call the First Meeting of the organization and the Internal Revenue Service wants the minutes thereof.

NOW THEREFORE BE IT RESOLVED, That a formal call, notice, and meeting to consider and vote on these resolutions shall be waived.

FURTHER RESOLVED, That the Directors waive formal call, notice, and holding of the First Meeting and that these resolutions shall serve in its stead.

FURTHER RESOLVED, That as the first and only members at the date the organization was formed, the Directors, by their signing of the Articles and Bylaws of this organization, did vote for and elect the Officers as stated in the Articles and Bylaws.

FURTHER RESOLVED, That the Bylaws shall and are hereby amended to designate June 30 of each year to be the end of the organization's fiscal year, and that a statement of the organization's receipts and expenditures, together with the year-end assets and liabilities, of the previous fiscal year shall be prepared, signed by the Treasurer, and distributed to the Directors by July 31 of each year.

Executed on this 19th day of April, 1974.

David M. Peterson
Director

James R. Peterson
Director

Helen Story
Director

W. B. Sclair
Director

James J. Mount
Director

APR 20 11 48 AM '75

GASP LEGAL FUND
ANNUAL DIRECTORS' MEETING
January 30, 1975

Miscellaneous Resolutions

Resolved:

1) That paragraph III(c) of the bylaws shall be changed so that the initial quorum requirement is ~~15~~ percent (not 20%) and that upon a second call the requirement is ~~57 1/2~~ percent (not 10%). The last sentence of paragraph III(c) shall be changed to read 15 percent (not 25%).

2) That paragraph III(d) of the bylaws shall be added to read as follows:

Members eligible to vote in the annual January meeting shall be those of record on December 31 of the previous year. Members eligible to vote in special meetings shall be those of record on the last day of the second prior month to the month in which the special meeting is to be held, so that, for example, if a special meeting were to be held in June, members eligible to vote would be those of record on April 30 of that same year.

3) That the president and treasurer are authorized to open a savings account and are further authorized to divide the association's cash between the checking and savings accounts as they deem prudent. *Industrial savings institution is designated which is state insured.*

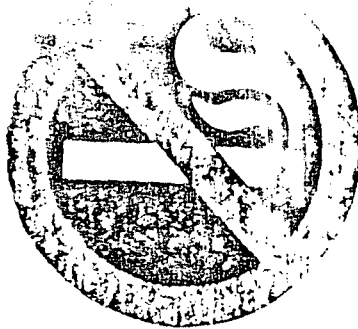
4) That \$75.00 is authorized to be spent on efforts to secure foundation or other institutional support.

5) That director Bruce Shourt may receive reasonable compensation for such work in furtherance of the Association's legal efforts being handled by Don Marble as Don Marble deems essential, such compensation to be paid by Don Marble from funds provided him by the Association.

Directors voted on these resolutions as follows:

| Resolution Number | Yea | Nay | Result |
|-------------------|----------|-----------------------|---|
| 1 | <u>5</u> | <u> </u> | <u>passed</u> <u>as modified</u> |
| 2 | <u>5</u> | <u> </u> | <u>passed</u> |
| 3 | <u>5</u> | <u>1 (Don Marble)</u> | <u>passed</u> <u>as modified</u> <i>Pete H. never obtained</i> |
| 4 | <u>5</u> | <u> </u> | <u>passed</u> |
| 5 | <u>5</u> | <u> </u> | <u>passed</u> |

signed Don Marble
title president



GASP *Educational & Legal Fund*

Group Against Smoking Pollution

DIRECTORY

TO

OFFICERS & DIRECTORS

OFFICERS' RESPONSIBILITIES

BYLAWS

(GASP Educational & Legal Fund)

ARTICLES OF INCORPORATION

(GASP Educational & Legal Fund)

September, 1981



CALIFORNIA GASP

GROUP AGAINST SMOKING POLLUTION

and

GASP EDUCATIONAL & POLITICAL FUND

ADVISORY BOARD

Jesse L. Steinfield, M.D.
U.S. Surgeon General (1969-73)
Dean, School of Medicine,
Medical College of Virginia

Linus Pauling
Nobel Laureate
Research Professor
Linus Pauling Institute
of Science and Medicine

Dr. Glenn T. Seaborg
Nobel Laureate
University Professor of Chemistry
University of California, Berkeley

Theodore A. Snyder, Jr.
President, Sierra Club

Wilbert S. Aronow, M.D.
Professor of Medicine
Professor of Community &
Environmental Medicine
Professor of Medical
Pharmacology & Therapeutics
University of California, Irvine

OFFICE: 1000 DUBLIN ST.

SAN JOSE, CA 95128

President:

CHARLES W. MOORE
1111 LOMA GLEN WAY
SAN JOSE, CA 95128
(415) 434-4141

First Vice President:

Edward J. O'Dwyer
5992 Cahalan Ave.
San Jose, CA 95122
(408) 224-8897

Second Vice President:
WALTER MILLER
1000 DUBLIN ST.
SAN JOSE, CA 95128
(415) 434-4141

Vice President:

Merrill J. Matheis
1237 Dresden Pl.
Anaheim, CA 92802
(714) 533-1557

Vice President:
B. J. MOORE
2400 LOMA GLEN WAY
SAN JOSE, CA 95128
(415) 434-4141

Vice President:

Delorice Miller
5330 Roundhill Lane
Fair Oaks, CA 95621
(916) 966-2961

Vice President:
KATHLEEN MILLER
5330 ROUNDHILL LANE
FAIR OAKS, CA 95621
(916) 966-2961

Treasurers:

Timothy J. Moore
(address above)

Timothy J. Moore
1000 DUBLIN ST.
SAN JOSE, CA 95128
(415) 434-4141

Secretary:

Irene Petermann
204 Washington Ave.
Santa Monica, CA 90401
(213) 395-8069

Assistant Secretary:

Edward J. O'Dwyer
(address above)

GASP EDUCATION & LEGAL FUND

VICE PRESIDENTIAL ASSIGNMENTS

| <u>Areas</u> | <u>Bilofsky</u> | <u>Matchett</u> | <u>Mertz</u> | <u>Miller</u> | <u>Moder</u> | <u>O'Dwyer</u> |
|-------------------|-----------------|-----------------|--------------|---------------|--------------|----------------|
| Antelope Valley | X | | | | | |
| Bakersfield | X | | | | | |
| Diablo Valley | | | | | X | |
| E. Alameda | | | | X | | |
| East Bay | | | | | X | |
| Fresno | | | | X | | |
| Hollywood-Wilsh. | X | | | | | |
| Inland Empire | | | X | | | |
| Marin | | | | | | X |
| Merced | | | | X | | |
| Orange Cty. | | X | | | | |
| Pomona Vly. | | | X | | | |
| Sacramento | | | | X | | |
| San Diego | | X | | | | |
| S. Fernando Vy. | X | | | | | |
| San Francisco | | | | | | X |
| San Gabriel | | | X | | | |
| San Joaquin | | | | X | | |
| San Mateo | | | | | | X |
| Santa Clara | | | | | | X |
| Santa Cruz | | | | | | X |
| Santa Rosa | | | | | X | |
| South Bay | X | | | | | |
| S.E. L.A, Long B. | | X | | | | |
| So. Alameda | | | | | X | |
| Ventura | X | | | | | |
| Westside | X | | | | | |

GASP EDUCATIONAL & LEGAL FUND

Substantive Assignments

| | <u>Kling</u> | <u>Bilofsky</u> | <u>Matchett</u> | <u>Mertz</u> | <u>Miller</u> | <u>Moder</u> | <u>O'Dwyer</u> | <u>Peterson</u> |
|-----------------------------------|--------------|-----------------|-----------------|--------------|---------------|--------------|----------------|-----------------|
| Membership; Chapter Develop. | X | | X | | | | | |
| Liason | | | | X | | | X | |
| Public Relations | | X | | | | | | |
| Public Education (Speakers) | | | | | | | X | |
| Compliance | | | X | | X | | | |
| Legal Info., Advice | | | | | | | | X |
| Occupational Health | | | | X | | | | |
| Budget | | | | | X | X | | |
| Bulletin | | X | | | | X | | X |
| Treasury | X | | | | | X | | |
| Minutes | | | | | | | X | X |
| Correspondence | | | | | | | | |
| Bylaws | | X | | X | | | | |
| Program (1982 Membership Meeting) | | | | | | | X | |
| Audit | | | | | | | | X |
| Custodian, Copies of Legislation | | | | | X | | | |

BYLAWS
OF GASP EDUCATIONAL & LEGAL FUND

ARTICLE I

NAME AND PURPOSE

- A. The name of this corporation shall be GASP EDUCATIONAL & LEGAL FUND.
- B. The purposes for which this corporation is formed are as provided in the articles of incorporation of this corporation.

ARTICLE II

MEMBERSHIP

- A. Qualification. Membership in this organization shall be open to all persons without regard to race, religion, national origin, age or sex; provided, however, that no person with a direct financial interest in the tobacco business may be a member of the corporation without the consent of two-thirds of the directors. For the purposes of this section, a person shall have a "direct financial interest in the tobacco business" if such person or his or her spouse has knowingly invested in or is employed by any company or firm engaged primarily in the growing or processing of tobacco or in the manufacture, distribution, or sale of tobacco products, but a person shall not have such an interest merely because, for example, he or she or his or her spouse stands to inherit money obtained from such an investment or has an interest in such an investment over which he or she has no control.
- B. Dues. Each member in good standing must pay, within the time and on the conditions set by the board of directors, the annual dues in amounts to be fixed from time to time by the board of directors. A person's membership shall expire on failure to pay dues within the time provided above, but may be reinstated on the next payment of annual dues, effective on the date of payment.
- C. Voting Rights. Each single member in good standing shall have one (1) vote and each family membership in good standing shall have two (2) votes on all measures submitted to the membership for decision. Voting by proxy shall not be permitted.
- D. Quorum for Meetings. A quorum shall exist so as to permit the conduct of business of the corporation at any annual or

special meeting of the members if (1) fifteen (15) members eligible to vote on any corporate matter are present at such meeting or (2) no fewer than fifteen (15) of the members eligible to vote have cast written ballots on the matter to be determined at such meeting and such ballots have been received by the secretary or assistant secretary prior to the start of such meeting. However, no such annual or special meeting shall be held unless at least fifty percent (50%) of the chapters then existing are represented by one or more members at the meeting.

E. Annual Meetings. The annual meetings of the members of this corporation shall be held in the month of May or June at such day, hour and place as may be designated by the board of directors, provided, however, that except for meetings held in the City of Fresno or at some other location in California roughly equidistant between the metropolitan areas of Los Angeles and San Francisco, the place of the annual meetings shall alternate each year between Northern California and Southern California.

F. Special Meetings. Special meetings of the members of this corporation may be called for any purpose and at any time or place by the president, by a majority of the board of directors, or by five percent or more of the members. The notice of the meeting shall state the general nature of the business to be transacted.

G. Record Date for Member Notice, Voting, Giving Consents and Other Actions.

1. To be Determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the board of directors may fix, in advance, a "record date," which shall not be more than 60 nor fewer than 10 days before the date of the meeting. Only members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

2. Record Date if Board Fails to Set It. If the board of directors does not fix the record date for notice, for voting, for consents, or any other action, the record date shall be as follows:

a. For Notices or Voting. The record date for determining those members entitled to receive notice of, or to vote at, 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.

b. For Written Consent to Action Without Meeting. The record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior

action by the board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the board has been taken, it shall be the day on which the board adopts the resolution relating to that action.

c. For Other Actions. The record date for determining those members entitled to take any other action shall be the date the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

3. "Record date". For purposes of this Section G, a person holding membership as of the close of business on the record date shall be deemed a member of record.

H. Notice of Meetings. at the time of giving notice,

1. Regular meetings. Written notice of the day, time and place of each annual meeting, and of the matters which the board intends to present for action by the members, shall be sent at least 15 days, but not more than 90 days, prior to the meeting, to each person who is a member of the corporation. Notice may be given personally or by mail or by any other means of written communication, including but not limited to publication of notice in the corporation's newsletter. Notices given by mail, other than first class or registered or certified mail, shall be given not less than 20 days before the meeting.

2. Special Meetings. Written notice of the day, time and place of each special meeting shall be given in the same manner as notice of the annual meeting of the members, except that the notice shall also specify the general nature of the business to be transacted, and no other business may in that case be transacted.

3. Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- a. Amending the articles of incorporation; and
- b. Voluntarily dissolving the corporation.

4. Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary or assistant secretary of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

I. Waivers of Notice; Consent; Action Without a Meeting.
Members may waive notice of meetings, consent to action at meetings, or act by written consent without a meeting, all as provided in the Corporations Code of the State of California.

ARTICLE III

BOARD OF DIRECTORS

A. Number of Directors. There shall be a board of directors, which shall be generally responsible for conducting the affairs of the corporation. The number of directors shall be determined by the board of directors from time to time, subject to these bylaws. Concurrently with any resolution admitting a new chapter which qualifies for a director, the board shall increase the number of elected directors to allow the director for the new chapter, subject to the following limits.

1. "Elected Directors". Not less than 5 and not more than 50 directors shall be elected as provided in Article VI (the "elected directors"). Each elected director shall be a member of the corporation.

2. "Public Directors". Not less than none (0) and not more than 25 directors shall be selected by a majority of the elected directors present at a meeting at which a quorum is present, so long as the total number of directors does not exceed 50. This group of directors is called the "public directors." The public directors need not be members of the corporation, but shall satisfy all criteria for membership, except for payment of dues.

3. "Director". The term "director" means both public and elected directors.

4. First Directors. The first elected directors of the corporation and their chapter affiliation are as follows:
See Exhibit A, attached and incorporated by this reference.

B. Duties and Powers. Subject to the limitations of the articles of incorporation, other provisions of these bylaws, and of the law, the board of directors shall have the duty and power to:

1. Select and remove all officers, agents, and employees of the corporation; prescribe their duties; fix their compensation; and require from them security for faithful service.

2. Conduct, manage and control the affairs and business of this corporation and make rules and regulations.

3. Delegate such duties and powers enumerated in subsections B.1. and B.2. of this Article to other members, officers, agents, or employees of the corporation as the board sees fit.

4. 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.

5. Cause this corporation to merge with the Group Against Smoking, Pollution Legal Foundation, provided that the voting rights and power of chapters and members under these bylaws are not modified in any material respect in connection with such a merger. The board of directors may approve any name change in connection with such merger as they shall deem appropriate, and either organization may be the surviving entity. Documents to effect such a merger shall be signed by such officers as the board of directors may designate.

C. Terms.

1. Elected Directors. Except as provided below for the terms of the first directors, the term of office of each elected director of the corporation shall be from the end of the annual membership meeting following the director's election, until the end of the second annual membership meeting after the term begins, and a successor is elected and qualified.

2. Public Directors. The term of each public director shall be from the date that director accepts an invitation to join the board by the board, until the end of the second annual membership meeting after the term of the director's office begins, and a successor is elected and qualified.

3. Initial Terms.

a. First Directors. The term of each first director of this corporation shall conclude at the end of the annual membership meeting in the year set forth by that director's name in Section A.4. of article III.

b. Additional Directors. The term of each elected director added to the board as a result of the admission of a new chapter shall begin on the date on which that director is elected, and shall conclude as follows:

1. The term of the first director and every other director added (for example, the first, third, fifth and seventh directors added) shall conclude at the end of the next

annual membership meeting, held in any year (such as 1982, 1984).

11. The term of all officers and directors shall conclude at the end of the next annual meeting held in an odd-numbered year.

D. Removal of Directors.

1. **Absence.** If any elected director and alternate director is absent from two consecutive meetings of the board of directors, that elected director (and his or her alternate) shall be removed from the office of director, and the board of directors shall declare the director's office eliminated, so long as the number of elected directors is not reduced below five.

2. **Failure to File Reports.** If a chapter fails to file reports required by the corporation treasurer within 25 days after the corporation treasurer deposits in the United States Mail, certified, return receipt requested, a notice provided and addressed to the chapter president and its treasurer as shown on the chapter's last certificate of officers and directors, in substantially the following form:

IMPORTANT. Your chapter has failed to file the report requested by the Treasurer. If this report is not delivered to the Treasurer within 25 days after the date this notice was mailed, your elected director will not be able to vote at the meetings of the board of directors, your chapter votes will not be counted in determining whether a quorum of the board of directors is present, and no further chapter allocations from membership dues and fees will be given to your chapter until your report is filed. This action is given under section D. 2. of article III of the Bylaws.

then the elected director and the alternate director representing that chapter shall be removed from the office of director, and the board of directors shall declare the director's office eliminated, so long as the number of elected directors is not reduced below ten. No further chapter allocations shall be sent to the chapter from the day the notice is mailed until the chapter report is filed.

3. **Quorum.** The voting power of a chapter director and alternate director have failed to attend two consecutive meetings of the board, and the voting power of a chapter which has failed to file the reports as required by section D.2. above shall be eliminated in determining whether a quorum is present for a meeting.

4. Certificate. A certificate signed by the treasurer or the secretary, reciting the facts which cause an elimination of a director's office under subsection D.1. or D.2. above, shall be prima facie evidence of the existence of those facts.

5. Reinstatement. The board of directors may reinstate any office in accordance with Article VI.

E. Vacancies.

1. Elected Directors. The members of a chapter may elect a new elected director to complete the unexpired term if a vacancy occurs in the office of an elected director.

2. Public Directors. The directors may elect a director to complete the unexpired term if the office of a public director becomes vacant.

F. Voting Rights.

1. Elected Directors. Each elected director is entitled to one vote for each one hundred (100) members or fraction thereof in the chapter that he or she represents on all matters before the board of directors.

2. Public Directors. Each public director is entitled to one vote.

3. Calculation of Votes. For purposes of determining the number of votes held by an elected director, the number of members shall be the number of members on the last day of the month immediately preceding the month in which the meeting is held.

G. Organizational Meetings. On the same day as the annual membership meeting, the board of directors shall hold a meeting for the purposes of organization, election of officers, and the transaction of such other business as may come before the board.

H. Regular Meetings. There shall be regular meetings of the board of directors to be held three times per year, in the fall, winter and spring, at such time and place as may be designated by the board of directors, provided, however, that except for meetings held in the City of Fresno or at some other location in California roughly equidistant between the metropolitan areas of Los Angeles and San Francisco, such meetings shall alternate between Northern California and Southern California. The fall meeting shall be held in September or October, the winter meeting in January or February, and the spring meeting in May or June. The annual organizational meeting shall be included as a regular meeting.

I. Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called at any time, and at any place, by the President, the executive committee, or a majority of the board of directors.

J. Notice of Meetings.

1. Written notice of the time and place of any organizational, regular or special meeting shall be delivered personally to each director or sent to each director by mail or other form of written communication, charges prepaid, addressed to the director either at his or her address as it is shown on the records of the corporation or, if it is not so shown on the records and is not readily ascertainable, to the address of the chapter shown on the records of the corporation. The notice shall be sent at least ten (10) days prior to the time of holding any organizational or regular meeting and at least five (5) days prior to the time of holding any special meeting.

2. The board of directors shall, in a manner determined by the board, make a good faith effort to notify the membership of all organizational and regular meetings. No effort need be made to notify the membership of special meetings.

K. Place of Meetings. Subject to sections H. and I. of article III, the board of directors shall hold its meetings at any place within the city in which the meeting is to be held as the president may designate. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

L. Meetings Open to Membership. With the exception of executive sessions, which may be held to discuss personnel matters and business related to legal actions in which the corporation is involved, all meetings of the board of directors shall be open at all times to any member who wishes to attend.

M. Quorum. A group of elected directors entitled to cast a majority of the votes held by all elected directors (not including the votes of any chapter which are to be excluded under section D. 3. of article III) shall constitute a quorum at any meeting of the board. The act of a majority of the voting power of those voting ~~at any meeting~~ at any meeting at which a quorum is present shall be considered the act of the board of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if action taken is approved by at least a majority of the required quorum for that meeting.

N. Validation of Meeting. The transactions of the board of directors at any meeting, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each director not present signs a written waiver of notice, a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

O. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

P. Notice of Adjournment. Notice of the time, day and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Q. Action Without Meeting. Any action required or permitted to be taken by the board of directors under the provisions of the California Corporations Code, the articles of incorporation, or these bylaws may be taken without a meeting, if ninety percent (90%) of the members of the board shall individually or collectively consent in writing to such action. The written consent or consents shall be filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as a unanimous vote of the directors. Any certificate or other document filed on behalf of the corporation relating to an action taken by the board without a meeting shall state that the action was taken by written consent of the board of directors without a meeting, and that the bylaws of this corporation authorize its directors so to act.

R. Compensation and Expenses. The members of the board of directors shall serve without compensation for their services as directors, provided, however, that they may be reimbursed from time to time for all expenses incurred on behalf of this corporation, and provided, further, that nothing herein shall preclude remuneration to such persons for services to this corporation other than services as directors. Nevertheless, any agreement by which a director is to receive more than one hundred dollars (\$100) per month for services rendered to the corporation shall not be valid unless approved by the board of directors.

S. Conflict of Interest. In the exercise of voting rights by members of the board of directors, no individual may vote on any issue, motion or resolution which inures to his benefit financially or otherwise, except that such individual may be counted in order to qualify a quorum and may participate in the discussion of such an issue, motion or resolution if he discloses the nature of his conflict. A director may vote for him/her self for election as an officer.

ARTICLE IV

OFFICERS

A. Generally. The officers of this corporation shall be a president, six vice presidents, a secretary, assistant secretary, treasurer, assistant treasurer, and such other officers as the board of directors may appoint. At most, four vice presidents may be from either the Northern or Southern California regions. a person may not hold an office unless he or she is a member of the corporation. Any number of offices may be held by the same person, except that neither the secretary, the treasurer, nor their assistants may serve concurrently as the president.

B. Election and Terms of Office. All officers of the corporation shall be elected annually by the board of directors at the board's organizational meetings as described in article III, section G. of these bylaws. Each officer shall hold office for a term of one year and until his or her successor is elected and qualified. An officer may succeed himself in office.

In voting for vice presidents, each director may vote for up to six candidates, each receiving the number of votes allocated to that director. Subject to the restrictions of Article IV, section A, the six persons receiving the highest numbers of votes shall be elected. The persons receiving the highest and second highest numbers of votes shall be first vice president and second vice president, respectively.

C. Executive Committee. The elected officers shall sit as an executive committee for the purpose of developing recommendations to be made to the board of directors.

D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by election by the board of directors.

E. Removal. Any officer elected by the board of directors may be removed from office by the board of directors whenever in the judgment of the board the best interests of the corporation would be served by such removal.

F. Duties. In addition to any other duties assigned to them by these bylaws or from time to time by the board of directors, the officers shall have the following duties:

1. President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors and with the advice of the executive committee, have general supervision, direction and control of the business of the corporation.

6. Assistant Treasurer. In the absence or disability of the treasurer, the assistant treasurer shall perform all the duties of the treasurer, and in so acting shall have all the powers of the treasurer.

G. Compensation and Expenses. The officers of this corporation shall serve without compensation for their services as such, provided, however, that they may be reimbursed from time to time for all expenses incurred on behalf of the corporation, and provided further that nothing herein shall preclude remuneration to such persons for services to the corporation other than services as officers. Nevertheless, any agreement by which an officer is to receive more than one hundred dollars (\$100) per month for services rendered to the corporation shall not be valid unless approved by the board of directors.

H. Procedures Notebook. The president, the secretary and the treasurer shall keep a notebook with a record of tasks to be performed by each which are of a recurring nature such as reports to state and federal agencies, reports required from chapters, notices, and the times at which those tasks are to be performed. This notebook shall be passed on to the successors of those officers at the end of their terms.

ARTICLE V

COMMITTEES

A. Generally. Committees of this corporation shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these bylaws or as are delegated by the authority appointing the committee, subject to these bylaws and the law.

1. Standing Committees. Standing committees shall consist of such standing committees as the board of directors may authorize from time to time. Each such committee shall stand discharged when a new committee is appointed for the same task.

2. Special Committees. Special committees may be appointed for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as is specifically conferred by action of the authority appointing the committee. Upon completion of the task for which appointed, such special committees shall stand discharged.

3. Vacancies. Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

The president shall preside at all meetings of the board of directors and of the members of this corporation. The president shall sign, together with the secretary or assistant secretary, all agreements and conveyances and all other instruments in writing which have been authorized by the board of directors and he or she shall be empowered to sign checks on funds of the corporation, provided, however, that the board of directors may by resolution authorize any other person or persons to execute in the name of the corporation all contracts and conveyances and all other instruments in writing and to sign checks drawn on the funds of the corporation.

2. Vice Presidents. In the absence or disability of the president, the first vice president, or in the absence or disability of both the president and the first vice president, the second vice president shall perform all the duties of the president, and in so acting shall have all the powers of the president.

3. Secretary. The secretary shall keep or cause to be kept at the principal office of the corporation or at such other place as the board of directors may order a book of minutes of all meetings of the board of directors and of the members with the time and place of holding, whether regular or special, and if special how authorized, the notice given thereof, the names of those present at the board of directors' meetings, the number of members present at membership meetings, and the proceedings thereof. The secretary shall also keep or cause to be kept a membership register showing the names of the members and their addresses. The secretary shall give or cause to be given notice of all the meetings of the members and of the board of directors required by these bylaws or by law to be given, and the secretary shall keep the seal of the corporation in safe custody. Moreover, as provided in subsection 1 of this section, the secretary shall sign, together with the president, all agreements and conveyances and all other instruments in writing which have been authorized by the board of directors.

4. Assistant Secretary. In the absence or disability of the secretary, the assistant secretary shall perform all the duties of the secretary, and in so acting shall have all the powers of the secretary.

5. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of accounts shall at all times be open to inspection by any member of the corporation. The treasurer shall also receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated for such purposes by the board of directors, and he or she shall be empowered to sign checks on the funds of the corporation.

4. Quorum, Meetings. A majority of the members of the committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

5. Expenditures. Any expenditure of corporate funds by a committee shall require prior approval of the authority appointing the committee and, in the case of expenditures which must be approved by the board, by the board, except to the extent the board has appropriated a specific sum for expenditure by that committee.

B. Appointed by President. The president may appoint committee members and chairpersons at his or her discretion. Such committees shall be advisory only and subject to the control of the president.

C. Appointed by Board. The board may appoint committee members and chairpersons to serve at the pleasure of the board. Any committee appointed by the board shall, to the extent provided in the appointing resolution, have all the authority of the board, subject to the limits imposed by the California Corporations Code.

ARTICLE VI

CHAPTERS

A. Initial Chapters. The following chapters are recognized as duly constituted on the date these bylaws are filed with the Secretary of State:

See Exhibit B, attached and incorporated by this reference.

B. Additional Chapters. Any group of 50 or more members residing within a contiguous geographical area may become a chapter of this corporation, with all the rights, powers and responsibilities of chapters specified in this Article, on application and approval as provided in section C.

Application and Approval.

C. /A chapter shall be admitted on delivery to the secretary of a written application on a form prescribed by the board of directors (or if no form is prescribed by the directors, then on a form containing the information set out in Section B), completed and signed by three members of the proposed chapter, accompanied by the following:

1. Written approval by the board of directors of all other chapters to which the geographical area of the proposed chapter is assigned at the time of the application; and

2. Written approval by the vice president who is responsible for that geographic area; and

3. Written approval by the president and a majority of the executive committee; and

4. A certificate by the vice president responsible for that geographic area that notice of the proposed chapter formation was given by mail to all members of the corporation residing in the proposed chapter geographic area, and that no fewer than 8 members residing in that area attended an organizational meeting.

The chapter shall be admitted effective on the day following the last day of the month in which the completed application and approvals required above are delivered to the secretary.
or Defect in Application.

D. Notice of Admission. The secretary shall deliver to the treasurer a copy of the application, shall include a copy of the application in the notice of the next meeting of the board of directors, and shall include on the agenda for that meeting the matter of an increase in the number of directors to allow a director to represent the newly-admitted chapter. The secretary shall file the application and written consents with the records of that meeting. The secretary shall notify the chapter of defects in the application or of its admission within 20 days after receipt of the application.

E. Content of Application. The application for chapter admission shall contain such information, statements, certifications and other evidence as the board of directors, including, without limitation, the following: shall require

1. The name, address, telephone number and signature of the persons who will serve as the first officers of the chapter.

2. The name, address, telephone number and signature of the first directors of the chapter.

3. The name, address, telephone number and signature of the persons who will represent the chapter as the elected director and alternate elected director if the board of directors authorizes a director for that chapter.

4. An agreement to comply with all provisions of the articles of incorporation and the bylaws of this corporation.

5. An agreement to use the uniform chapter bylaws.

6. A list of the zip code areas to be allocated to that chapter.

7. An agreement, signed by four members, agreeing to spend at least two hours a month working for the chapter (not including attending membership meetings, meetings of the chapter directors, or meetings of the corporation board of directors).

8. Acknowledgment of receipt of the corporation's manual regarding:

- a. The duties of the chapter treasurer and secretary,
- b. The criteria for retaining chapter status, and
- c. The criteria for retaining a vote on the board of directors.

9. The name, address and telephone number of the person responsible for giving chapter news to the newsletter editor.

10. The name of the chapter.

F. Adjustment of Chapter Boundaries. At its sole discretion, the board of directors may adjust the boundaries between chapters.

G. Names. Each chapter of this corporation shall be designated as " Chapter, GASP EDUCATIONAL & LEGAL FUND, or GASP EDUCATIONAL & LEGAL FUND, Chapter," and the identifying word or words to be placed in the above blank space shall designate, as closely as possible, the city, county or commonly known geographical area in which the chapter is located.

H. Powers. Each chapter shall be authorized to act within its designated geographical area to:

- a. Solicit membership;
- b. Raise funds;
- c. Promote the purposes of the corporation through educational or social methods; and
- d. Work in conjunction with like-minded organizations to promote the purposes of the corporation, subject to the control of the president, provided that such activity does not in any manner entail a violation of or an unauthorized extension of such purposes; and
- e. Imprint the chapter name and address on all corporate literature.

2. Voting. Chapters represented by a director as provided in section A.4. of Article III and chapters with directors approved by the board of directors shall be entitled to vote at meetings of the board of directors as provided in Article III so long as the chapter and its director satisfy the conditions for voting contained in Article III. Any chapter represented by a director may elect not to be represented by a director by delivering to the secretary of the corporation a written statement that the chapter has decided not to have a director on the board of directors, with a certificate by the chapter secretary that the decision was made by a majority of the chapter board of directors at a meeting duly noticed and held, after notice to the chapter members of the proposed actions.

I. Election of Chapter Directors. Each chapter shall have at least three chapter directors, but not more than ten chapter directors. The number of chapter directors shall be determined by the first chapter directors named on the application, who shall serve until the end of the first chapter membership meeting at which directors are elected. That meeting shall be not later than one year from the date the chapter is formed.

J. Election of Officers and Directors to the Corporation Board of Directors. Election of officers (and elected directors if applicable) shall be held in January, February, or March. The chapter directors shall elect at least the following officers:

1. A chapter president or coordinator, who shall have the authority of a president. (Two or more persons may serve as co-coordinators.)
2. A chapter treasurer responsible for handling all financial matters of the chapter and for communicating with the corporation treasurer on financial concerns of the corporation whenever required.
3. A chapter secretary responsible for certifying to the corporation secretary the names and terms of the officers of the chapter.
4. In the case of a chapter entitled to vote on the board of directors, an elected director and alternate elected director responsible for representing the chapter at meetings of the board of directors. The elected director may be the chapter president, coordinator, secretary or treasurer.

One person may hold the offices of chapter treasurer and chapter secretary.

K. Notification of Selection. To facilitate a smooth transition from the outgoing to the incoming corporation board of directors, the name of each elected director to begin a regular term of office shall be communicated to the secretary by the chapter appointing that elected director, on or before April 10 prior to the annual membership meeting at which that elected director's term is to begin.

L. Substitutes. If a chapter's elected director and its alternate elected director are unable to attend a meeting of the board of directors, the chapter board of directors may appoint a substitute who shall be recognized only if he or she delivers to the secretary a certificate signed by the chapter secretary stating the name of the substitute elected director and that he or she was appointed by the chapter board of directors.

M. Distribution of Funds.

1. All applications for membership in the corporation shall be processed and recorded in the principal place of business of the corporation. If a membership application is received from a person or persons residing within a geographical area in which there is a duly constituted chapter, membership dues of fifteen dollars or less received with such application shall be divided between the corporation and the chapter as follows:

Sixty percent (60%) of such dues to the corporation, and
forty percent (40%) of such dues to the chapter.

On all membership application forms, the applicant shall be given the opportunity to specify that any membership dues in excess of fifteen dollars (\$15) and any donations are to be divided in any manner between the corporation and the chapter. Whenever such choice is not specified, all monies received in excess of fifteen dollars (\$15) membership dues shall be divided between the corporation and the chapter as follows:

Sixty percent (60%) of such monies to the corporation and
forty percent (40%) of such monies to the chapter.

2. It shall be the responsibility of the treasurer to transmit to each chapter its share of membership dues and donations, together with a complete record of the names and addresses of, and amounts received from, all members belonging to such chapter at least once every 3 month(s), on or before the 10th day of the month.

3. No dues shall be assessed or collected by a chapter. However, chapters may conduct fundraising and other activities which require members and others to pay a fee in order to participate.

N. Standardization of Literature. The corporation may determine that certain literature distributed by the corporation is to be standardized throughout the corporation, in which case no chapter may reproduce or distribute such literature in any form other than as specified by the corporation, except that it may imprint the chapter name on the literature in accordance with the provisions of subsection N.1.e. of this article.

O. Suspension of Status.

1. The chapter status of any group may be suspended by the board of directors on grounds including, but not limited to, any of the following:

a. Misuse of the chapter or corporation name;

b. Flagrant or repeated misrepresentation of the purposes of the corporation;

c. Misappropriation of funds;

d. Commission of any act in violation of the articles of incorporation, these bylaws, or the law; or

e. Failure to satisfy the minimum requirements for chapter status set forth in section P. of this article.

2. The chapter status of any group shall be suspended on a failure to file reports required by the corporation treasurer after the notice specified in section D.2. of article III, unless the board of directors determines that the certificate presented by the treasurer as specified under section D.4. of article III is not accurate.

3. On suspension of a chapter, the office of the elected director representing that chapter shall be eliminated, so long as the number of elected directors is no fewer than five.

4. At any time after a chapter has been suspended by either the board or the membership, the chapter may apply to the board for reinstatement.

P. Minimum Requirements for Retention of Chapter Status.
The chapter status of any group may be suspended by the board of directors if:

1. The elected director for that chapter fails per year to attend at least two meetings of the board of directors. Attendance by an alternate elected director or a substitute elected director shall be considered attendance by the elected director.

2. The chapter does not perform at least two of the following criteria:

a. Have at least four members who agree in writing to spend two hours a month, for one year, working for the chapter (not including time spent in membership meetings, or in meetings of the chapter board of directors or the corporation board of directors.).

b. Operate a cardtable and distribute the corporation's literature at at least four events a year (such as health fairs, marathon runs, conventions or community forums).

c. Increase the membership of the chapter during the last fiscal year of the corporation by the lesser of:

1. 5 members; or

11. 3% of the membership of the chapter at the start of that fiscal year.

ARTICLE VII

GENERAL PROVISIONS

A. Fiscal Year. The fiscal year of this corporation shall end on the 30th day of June of each year.

B. Offices. This corporation shall have and continuously maintain in the State of California a registered office in the County of Alameda and may have such other offices within the State of California as the board of directors may from time to time determine.

C. Seal. The corporate seal shall consist of two concentric circles with the words "GASP Educational Foundation."

D. Amendments. Except in the case of amendments listed in subsection D. below, any director may propose an amendment to these bylaws by mailing a typed or printed copy of the proposed amendment to the secretary. The secretary, within thirty days after receiving the proposed amendment, shall mail a copy of it to each director. No sooner than thirty days and not more than one hundred and eighty days after the mailing of the proposed amendment, the board of directors shall consider it at a regular or special meeting. A two-thirds affirmative vote of the members of the board of directors present shall be required for approval.

1. If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by this section or by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

2. The board of directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:

- a. Any provision increasing the terms of directors;
- b. Any provision allowing one or more directors to hold office by designation or selection rather than election by the chapter directors;
- c. Any provision giving the board of directors power to fill vacancies on the board created by removal of directors;
- d. Any provision increasing the quorum for members' meetings.

3. Any provision fixing or changing the method of choosing directors or the maximum or minimum number of directors may be adopted, amended or repealed only by a vote of a majority of a quorum at a meeting of the members duly and regularly called for that purpose, or by written ballot in accordance with California Corporations Code Section 5513, as amended.

CERTIFICATE OF SECRETARY

I, the undersigned, certify:

That I am the presently elected and acting Secretary of GASP EDUCATIONAL & LEGAL FUND, a California nonprofit corporation; and

That the foregoing bylaws, consisting of 20 pages, including this page, constitute the bylaws of this corporation, as adopted at a meeting of the board of directors held on the _____ day of _____.

Dated: September 13, 1981.

James Peterson
Secretary

EXHIBITS ATTACHED:

| | |
|-----------|--------------------------|
| Exhibit A | List of Directors |
| Exhibit B | Chapters and territories |

EXHIBIT A
TO BYLAWS OF GASP EDUCATIONAL & LEGAL FUND

| <u>Director</u> | <u>Chapter</u> | <u>Year Term Expires</u> |
|--------------------------------|---------------------|------------------------------|
| Tim Moder | East Bay | 1983 |
| Bob Edwards | Diablo Valley | 1982 |
| Jay Matchett | Orange County | 1983 |
| Chuck Mawson | Sacramento | 1982 |
| Walt Bilofsky | San Fernando Valley | 1983 |
| E. Richard Mertz | San Gabriel Valley | 1982 |
| Ed O'Dwyer | Santa Clara | 1983 |
| Irene Peterson | Westside | 1982 |
| (No initial director named) | San Diego | 1982 |

EXHIBIT B

TO BYLAWS OF GASP EDUCATIONAL & LEGAL FUND

| <u>Initial Chapters</u> | <u>Zip Codes or County</u> |
|-------------------------|---|
| Diablo Valley | All of Contra Costa County except those areas allocated to East Bay Chapter |
| East Bay | 94801, 94803, 94804, 94805, 94806, 94530, 94564, Oakland, Berkeley, Rodeo & cities listed below. |
| Orange County | 90620, 90621, 90622, 90623, 90624, 90630, 90631, 90638, 90680, 90720, 90740, 90742, 90743, 926__, 927__, 928__. |
| Sacramento | Sacramento County |
| San Diego | 920__, 921__. |
| San Fernando Valley | 91040, 91042, 913__, 914__, 915__, 916__. |
| San Gabriel | 90041, 90042, 90065. |
| Santa Clara | Santa Clara County |
| Westside | 90008, 90016, 90019, 90024, 90025, 90034, 90036, 90043, 90046, 90048-56, 90064, 90066, 90067, 90069, 90210, 90211, 90212, 90230, 90265, 90272, 90290, 90291, 904__. |
| East Bay (cont.) | Crockett, Hercules, Albany, Piedmont, Emeryville, Alameda, San Leandro, San Lorenzo and Castro Valley. |

Footnote: "XXX_" means that all zip codes beginning with the numerals given in the location of the X's are a part of that chapter's territory.

ARTICLES OF INCORPORATION
OF
GASP EDUCATIONAL & LEGAL FUND

A. An existing unincorporated association named GROUP AGAINST SMOKING POLLUTION LEGAL FUND is being incorporated by the filing of these articles under the name set forth below.

B. The name of this corporation is:

GASP EDUCATIONAL & LEGAL FUND

C. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

D. The purposes of this corporation are:

1. to collect and disseminate information about the contents of, distribution of, and effects of tobacco smoke and about social, institutional and legislative responses and attitudes to the smoking of tobacco and, in so doing, to present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion; and

2. to provide funds for the protection of non-smokers from tobacco smoke by litigation under existing laws.

E. The name and address of this corporation's initial agent for service of process is:

Charles Mawson
1118 Lake Glen Way
Sacramento, CA 95822

F. Use and distribution of property and income:

1. The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private person.

2. Upon the winding up or dissolution of this Corporation, and after paying or adequately providing for the debts and liabilities of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

G. Activities:

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the

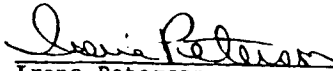
Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing of or distribution of statements), any political campaign on behalf of any candidate for public office.

Dated: _____, 1981.


Irene Peterson, Incorporator

I hereby declare that I am the person who executed the above Articles of Incorporation, which execution is my act and deed.


Irene Peterson



STATE OF CALIFORNIA

FRANCHISE TAX BOARD
SACRAMENTO, CALIFORNIA 95867

15173

November 21, 1983

In reply refer to
342:APP:R:sm:g

California Nonsmokers' Rights Foundation
2054 University Avenue, Ste. 500
Berkeley, CA 94701

Purpose : Educational
Form of Organization : Corporation
Accounting Period Ending: December 31
Organization Number : 1143109

On the basis of the information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

NOV 21 1983

COPY

REGISTRY OF
CHARITABLE TRUSTS
Nov 21.83

November 21, 1983
California Nonsmokers' Rights Foundation
Organization Number 1143109
Page 2

This exemption is granted on the express condition that the organization will secure federal exempt status with the Internal Revenue Service. The organization is required to furnish a copy of the final determination letter to the Franchise Tax Board within 9 months from the date of this letter.

This exemption effective as of May 7, 1983.

D. Hareid, Supervisor
Exempt Audit Unit
Telephone (800) 852-7050

cc: Irene Peterson
Registrar of Charitable Trusts

Enc.



15173

March 2, 1983

In reply refer to
342:RTF:OS:dh

California Nonsmokers' Rights Foundation
P. O. Box 1061
Berkeley, CA 94701

Purpose : Educational
Form of Organization : Association
Accounting Period Ending: June 30
Organization Number : 9784124

This letter confirms your previous exemption from state franchise and income tax under Section 23701d, Revenue and Taxation Code. In confirming your exempt status, we have made no examination of your current activities. If the organization has changed its operation, character, or purpose since exemption was originally granted, that change must be reported immediately to this office.

You are still required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Contributions made to you are deductible by donors as provided by Sections 17214 through 17216.2 and 24357 through 24359 of the Code, unless your purpose is testing for Public Safety.

This letter is issued to reflect the new name after a name change.

J. Kudo, Supervisor
Central Audit Section
Telephone (916) 355-0392

cc: Irene Peterson
Registrar of Charitable Trusts

FTB 4204-ATS (REV. 10-81)

COPY



March 22, 1982

In reply refer to
342:RTF:KY:jm

GASP Educational & Legal Fund
P. O. Box 1061
Berkeley, CA 94701

Purpose : Educational
Form of Organization : Association
Accounting Period Ending: June 30
Organization Number : 9784124

This letter confirms your previous exemption from state franchise and income tax under Section 23701d, Revenue and Taxation Code. In confirming your exempt status, we have made no examination of your current activities. If the organization has changed its operation, character, or purpose since exemption was originally granted, that change must be reported immediately to this office.

You are still required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Contributions made to you are deductible by donors as provided by Sections 17214 through 17216.2 and 24357 through 24359 of the Code, unless your purpose is testing for Public Safety.

This letter is issued to reflect the merger of GASP Educational Foundation and Group Against Smoking Pollution Legal Fund.

Exemption has been granted to an unincorporated association. Formal incorporation will require a completed application for exemption.

J. Kudo, Supervisor
Exempt Organizations
Telephone (916) 355-0392

cc: Registrar of Charitable Trusts ✓

REGISTRY OF
CHARITABLE TRUSTS
MAR 22 '82



FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95867

Telephone (916) 355-0392

October 12, 1976

In reply refer to
344:EDM:vc:gGasp Educational Foundation
1932 McGee - P.O. Box 1061
Berkeley, CA 94701Purpose: Social Welfare
Code Section: 23701g
Form Of Organization: Association
Accounting Period Ending: June 30
Organization Number: 9784124

Based on your stated purposes and the understanding that your present operations will continue or will be as proposed in your application, you are exempt from state franchise or income tax under the provisions of the Revenue and Taxation Code Section indicated above. Any changes in operation, character or purposes must be reported to this office immediately for consideration of their effect upon your exempt status. You also must report any change in name or address.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4-1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 3rd month (2-1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 30 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

Jim Giroud
Supervisor
Exempt Organizations☐ cc: Secretary of State (Corp.)

cc: Irene Peterson

☐ cc: Registrar of Charitable Trusts



FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95867

September 16, 1974

In reply refer to
362:WL:gp-g

Group Against Smoking Pollution Legal Fund
4779 Hartnett Ave.
Richmond, Ca. 94804

15173

Purpose: Educational
Form of Organization: Association
Accounting Period Ending: June 30
Organization Number: 9782994

Based on the information submitted and provided, your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4-1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (exempt Organization Business Income Tax Return) by the 15th day of the 3rd month (2-1/2 months) after the close of your annual accounting period.

Contributions made to you are deductible by donors as provided by Sections 17214 through 17216.2 and 24357 through 24359 of the Code, unless your purpose is testing for Public Safety.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 30 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

Albert D. LeBel
Supervisor
Exempt Organizations

This letter supersedes our letter of August 30, 1974.

This exemption effective as of March 26, 1974.

- ☐ cc: Secretary of State (Corp.)
cc: Registrar of Charitable Trusts

SEP 23 2 15 PM '74



FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95867

August 30, 1974
In reply refer to
362:ADL:MX:gp

19113

Group Against Smoking Pollution Legal Fund
4779 Hartnett Avenue
Richmond, Ca. 94804

Purpose: Educational
Form of Organization: Corporation
Accounting Period Ending: June 30
Organization Number:

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If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 30 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

Albert D. LeBel
Supervisor
Exempt Organizations

This letter is issued to correct the classification of the organization as a result of Federal determination.

This letter supersedes our letter of March 26, 1974.

This exemption effective March 26, 1974.

☒ cc: Secretary of State (Corp.)
cc: Registrar of Charitable Trusts

SEP 3 2 13 PM '74



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
SACRAMENTO, CALIFORNIA 95857
(916) 355-0392

PERMIT SEP 30 1976 SAC
RECEIVED
OCT 5 1976

EXEMPTION APPLICATION

For use by a principal officer or representative of the organization claiming exemption under Section 23701 of the Revenue and Taxation Code.

Every organization that claims to be exempt must furnish the information and data specified and pay the REQUIRED \$10.00 APPLICATION FEE. If any organization fails to submit the information and data required, or pay the required fee, this application will not be considered on its merits and the organization will be notified accordingly. This application shall be open to public inspection in accordance with Section 26453 of the Revenue and Taxation Code.

See Instructions for FTB 3500 for guidance on completion and submission.

| | | | |
|--|--|---|---------------------------------|
| 1a. Full Name of Organization GASP EDUCATIONAL FOUNDATION | | DO NOT USE THESE SPACES | |
| b. Federal Employer Identification Number (See Specific Instruction 3, Item 1b.) not assigned | | SERIAL NO. 1315302 | AMOUNT REMITTED 10.00 |
| 2. Complete Address (Number, street, city or town, State and Postal ZIP code) 1932 McGee, Berkeley, California P. O. Box 1061, Berkeley, Ca. 94701 | | TELEPHONE NUMBER 849-1794 | |
| 3a. Is the organization incorporated? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | b. If "Yes," in which State? | c. Corporate Number: N/A | |
| 4a. If not incorporated, what is form of organization? <input type="checkbox"/> Now being incorporated <input checked="" type="checkbox"/> Unincorporated association <input type="checkbox"/> Trust | b. Date incorporated or organized May 26, 1976 | c. End of month in which the annual accounting period ends June | |
| 5. If this organization or its predecessor previously applied for an exemption, enter "Granted" or "Denied" and date of determination (furnish copy of determination). <input type="checkbox"/> California Date <input type="checkbox"/> Federal Date <input type="checkbox"/> Other State Date | | | |
| 6. Has organization filed Federal income tax returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (If "Yes", state type of returns and years filed) | | | |
| 7a. Enter Revenue and Taxation Code Section under which exemption claimed (see instructions) Section 23701 d | | | |
| b. Primary activity of organization: Educational | | | |

| | | |
|---|-------------------------------------|-------------------------------------|
| 8a. Are you a new organization? If "No," attach a statement indicating the name of your predecessor(s), the period during which it was in existence, and the reasons for its termination. | Yes | No |
| b. Have you made or do you plan to make any distribution of your property or surplus to officers or members? If "Yes," attach a statement containing full details. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| c. Will any promoter, incorporator, founder, or member be employed by the organization? If "Yes," furnish complete details, including duties, responsibilities, qualifications, and compensation. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| d. Are you a membership organization? If "Yes," attach a statement which explains fully the qualifications for members, the different classes of membership, the number of members in each class, and the voting rights and privileges accorded each class. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| e. Do you control, have you controlled, or do you plan to control any organization(s)? If "Yes," attach a statement explaining in detail. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| f. Are you controlled by, have you been controlled by, or do you anticipate being controlled by, any organization(s)? If "Yes," attach a statement explaining in detail. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| g. Are you now or are you planning to be in any manner affiliated with any organization(s)? If "Yes," attach a statement explaining in detail. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

NOTE: UNINCORPORATED ASSOCIATIONS OR TRUSTS SHOULD SECURE A FEDERAL EXEMPTION AND FURNISH A COPY OF THE FEDERAL EXEMPT DETERMINATION LETTER.

**YOU MUST SUBMIT THE INFORMATION REQUESTED IN QUESTION 9,
PAGE 2 OF THIS APPLICATION**

Under penalties of perjury, I declare that I have examined this application, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete.

August 14, 1976
DATE
Oakland, Ca.
PLACE SIGNED

Dore Peterson
SIGNATURE OF OFFICER OR REPRESENTATIVE

President
TITLE

[Versions of this form prior to (2-76) are obsolete and should be destroyed.]

Section 23701 requires that each organization applying for exemption after December 31, 1969 **MUST PAY A \$10 APPLICATION FEE**. Processing of the application cannot be completed until the application fee is received. **DO NOT SEND CASH. ALLOW 45 DAYS FOR PROCESSING.**

9. YOU MUST ATTACH THE APPLICABLE INFORMATION REQUESTED:

- a. If incorporated a copy of your endorsed articles of incorporation; if now being incorporated proposed articles must be furnished or if not incorporated, a copy of your constitution, articles of association, declaration of trust or other document setting forth your aims and purposes which is signed by the principal officers or trustees.
- b. A copy of your bylaws or other similar code of regulations.
- c. A complete statement of assets and liabilities as of the end of each last three annual accounting periods of operation (including those of your predecessor) or if a new organization, for the period for which you were in existence.
- d. A statement of receipts and expenditures for the last three annual accounting periods of operation (including those of your predecessor) or if a new organization, for the period for which you were in existence. This statement should set forth clearly the sources of receipts and purposes of expenditures.
- e. A proposed budget showing expected income by source and areas of expenditures for the first year of operation, if a newly formed organization or just commencing operations. The budget is required of new organizations and should be based upon your most reasonable expectations.
- f. A detailed statement which states the specific purposes for which the organization was formed. (Do not quote from or make reference to the articles of incorporation or bylaws for this purpose.)
- g. A statement explaining in detail each fund-raising activity and each business enterprise you have engaged in or plan to engage in, accompanied by copies of all agreements, if any, with other parties for the conduct of each fund-raising activity or business enterprise.
- h. A statement which describes in detail the nature of your activities, activities which you sponsor, and proposed activities.
- i. A statement which explains fully any specific activities that the organization has engaged in or sponsored and which have been discontinued. (Give dates of commencement and termination and the reasons for discontinuance.)
- j. A copy of each lease, if any, in which you are the lessee or lessor of property (real, personal, gas, oil, or mineral) or in which you own an interest under such lease, together with copies of all agreements with other parties for development of the property.
- k. Samples of any literature which the organization sells or distributes, and samples of any organizational advertising.
- l. In addition to the above, one item (of 11 through 21) must be completed by most organizations according to the section under which exemption is being claimed. If you are claiming an exemption under a section indicated below, check item and furnish information or answer questions for that type of organization.

Labor, Agricultural or Horticultural organization under Section 23701a (Answer Question 11)

Fraternal Beneficiary Society, etc., as described in Section 23701b, or Fraternal Society described in Section 23701i (Answer Question 12)

Cemetery company or corporation chartered solely for burial purposes, as described in Section 23701c (Answer Question 13)

Religious, Charitable, Scientific, Literary or Educational organization under Section 23701d (Answer Question 14) **X**

Business League, Chamber of Commerce, etc., under Section 23701e (Answer Question 15)

Civic League, Social Welfare (including a veteran post or council), or Local Employee organization under Section 23701f (Answer Question 16)

Social and Recreational organization under Section 23701g (Answer Question 17)

Title Holding Corporation under Section 23701h (Answer Question 18)

Voluntary Employees' Beneficiary organization under Section 23701i (Answer Question 19)

Diversified Management Company under Section 23701m (Answer Question 20)

Supplemental Unemployment Compensation Trust under Section 23701n (Answer Question 21)

10. Attorney or representative to whom correspondence, concerning revision/amendment of articles or request for additional information should be mailed.

Irene Peterson

Name

4779 Hartnett Ave., Richmond, Ca. 94804

Complete Address (Number, street, city or town, State and Postal ZIP Code)

Telephone: home: 232-1978

business: 834-1100, x236

11. If you are claiming exemption as a Labor, Agricultural or Horticultural organization under Section 23701a, submit an explanation of any services to be performed for your members. Cooperative organizations are not entitled to exemption, but may be allowed a special deduction under Sections 24404 and/or 24405.
- 12a. If you are claiming exemption as a Fraternal Beneficiary Society, etc., as described in Section 23701b, or a Fraternal Society described in Section 23701i, state whether the organization operates or plans to operate under the lodge system or for the exclusive benefit of the members of an organization so operating. Operating under the lodge system means carrying on activities under a form of organization that comprises local branches, chartered by a parent organization and largely self-governing, called lodges, chapters, or the like.
- b. In the case of a Subordinate or Local Lodge, etc., attach a certificate signed by the secretary of the parent organization, under the seal of that organization, certifying that the Subordinate Lodge is a duly constituted body operating under the jurisdiction of the parent body.
- c. In the case of a Parent or Grand Lodge, attach a statement showing (1) the number of subordinate lodges in active operations, and (2) whether periodical meetings are actually held.

- 18a. If you are claiming exemption as a Title Holding Corporation under Section 23701h, attach a statement giving the complete names and addresses of the organizations for which title to property is held; the number of shares of capital stock held; and whether shares of stock have ever been held by persons other than such organizations. If stock was so held, include the years held and the total number of shares of each class of stock. Also, state whether the annual income (less expenses) is or will be turned over to the organization for which title to property is held and if not, the purpose for which such income is or will be held.
- b. Enclose a copy of an exemption letter (Federal or California) for each organization for which property will be held. If property will be held for organization(s) located in California, a California exemption letter must be furnished.

19. If you are claiming exemption as a Voluntary Employees' Beneficiary organization under Section 23701i, attach a schedule of benefits available to members.

a. Is each employee by or for whom contributions are made entitled to receive welfare benefits proportionate to the contributions by and/or for him?

☐ Yes ☐ No If "No," attach a statement explaining in detail.

b. Total number of persons entitled to receive benefits.

c. Number of individual proprietors, partners, or self-employed persons entitled to receive benefits.

d. Amount of income or receipts from members and employers of members for each year for which exemption is claimed.

e. Amount of income or receipts from sources other than members and employers of members for each year for which exemption is claimed.

f. Have you attached copies of the policies or certificates of membership issued by you? ☐ Yes ☐ No

g. Furnish a copy of the Federal determination letter.

20. If exemption is claimed as a Diversified Management Company under Section 23701m, state the date that the corporation was registered as a Diversified Management Company under Section 5 of the Federal Investment Act of 1940 (15 U.S.C.A. § 80a-8). Date: _____

21. If you are claiming exemption as a Supplemental Unemployment Compensation Trust under Section 23701n, attach a copy of the supplemental unemployment benefit plan and appurtenant agreements.

a. Are benefits provided for individual proprietors, partners, or self-employed persons under the plan? If "Yes," attach a statement explaining in detail.

b. Does the plan provide other benefits subordinate to the supplemental unemployment compensation benefits? If "Yes," attach a statement explaining in detail.

c. Do the benefits provided by the trust discriminate in favor of employees who are officers, shareholders, or persons whose principal duties consist of supervising the work of other employees, or highly compensated employees? If "Yes," attach a statement explaining in detail.

d. Amount of income or receipts from members and employers of members for each year for which exemption is claimed.

e. Amount of income or receipts from sources other than members and employers of members for each year for which exemption is claimed.

f. Also furnish a copy of the Federal determination letter.

| Yes | No |
|-----|----|
| | |
| | |
| | |

LOCATION OF FRANCHISE TAX BOARD OFFICES

EXEMPTS—INFORMATION: TELEPHONE (916) 355-0392

| Address | Zip code | Telephone |
|---|----------|----------------|
| Bakersfield..... 1031 Seventeenth Street..... | 93301 | (805) 322-0540 |
| El Monte..... 9660 Flair Drive..... | 91731 | (213) 575-6600 |
| Fresno..... 2550 Mariposa Street..... | 93721 | (800) 852-7050 |
| Long Beach..... 3530 Atlantic Avenue..... | 90807 | (213) 595-5406 |
| Los Angeles..... 3200 Wilshire Boulevard..... | 90010 | (213) 620-5400 |
| Oakland..... 1916 Broadway..... | 94612 | (415) 464-0540 |
| Sacramento..... 920 Twenty-Third Street..... | 95816 | (916) 445-9540 |

Outside Sacramento Metropolitan area, see white pages of your local telephone directory.

| | | |
|--|-------|----------------|
| San Bernardino..... 303 W. Third Street..... | 92401 | (714) 383-4201 |
| San Diego..... 1350 Front Street..... | 92101 | (714) 236-7540 |

| Address | Zip code | Telephone |
|--|----------|----------------|
| San Francisco..... 345 Larkin Street..... | 94102 | (415) 557-0540 |
| San Jose..... 555 N. First Street..... | 95112 | (800) 852-7050 |
| Santa Ana..... 28 Civic Center Plaza..... | 92701 | (714) 558-4540 |
| Santa Barbara..... 41 Hitchcock Way..... | 93105 | (805) 682-2695 |
| Santa Rosa..... 447 College Avenue..... | 95403 | (800) 852-7050 |
| Stockton..... 31 E. Channel Street..... | 95202 | (800) 852-7050 |
| Van Nuys..... 8155 Van Nuys Boulevard..... | 91402 | (213) 786-9540 |

OUT OF STATE OFFICES:

| | | |
|--|-------|----------------|
| Chicago, IL..... 150 N. Wacker Drive..... | 60606 | (312) 332-4025 |
| New York, NY..... 1180 Avenue of the Americas..... | 10036 | (212) 581-3840 |

Attachment To Exemption Application, Form FTB 3500, by
GASP Educational Foundation, dated August 14, 1976

- 8.c. We have no employees at this time. All work is done by volunteers. However, we may hire a person who is now a member, but have not yet made a final decision. If we do hire this person, pay would be between \$300 and \$350 per month. The employee would work approximately 20-30 hours per week, coordinating volunteers, compiling the newsletter and handling general business matters for the organization.
- 8.d. At this time, members are 8 persons with equal voting privileges and membership rights. We are studying the most effective way to broaden our membership but economize on record-keeping and administrative expense. At this time there is no provision for admission of new members, but we will amend the bylaws to provide for their admission once we determine what our new membership structure should be. We will submit copies of amendments for your review so that you may determine whether the amendments affect our qualification for tax exemption.
- 8.g. We are not affiliated in the sense of ownership or control. However, the current members and organizers are members of California GASP. They have formed GASP Educational Foundation because, through their work with California GASP, they realized the need for an organization devoted to educational activities. Irene Peterson is also a director of GASP Legal Fund, a nonprofit 501(c)(3) foundation. Wayne Kling and Pat James are directors of East Bay GASP, which is a chapter of California GASP. California GASP has pledged support in an unspecified amount and will allow us to use its membership list for mailings. Wayne Kling is the Secretary and Tim Moder the Assistant Treasurer of California GASP. California GASP is a statewide nonprofit social welfare association. It is in the process of incorporating.

G.A.S.P.
#749334
GENERAL
ACT

Attachment to Exemption Application, Form FTB 3500, by
GASP Educational Foundation, dated August 14, 1976.
Page 2.

9.c. Assets and Liabilities:

Assets

| | | |
|------------------------|--------------|----------|
| Cash in Bank | \$139.06 | |
| Deposit w/ Post Office | <u>18.00</u> | |
| Total Assets | | \$157.06 |

Liabilities

None

9.d. Receipts and Expenses:

Receipts:

| | | |
|----------------|---------------|----------|
| Donations | \$405.00 | |
| Advertising | <u>150.00</u> | |
| Total Receipts | | \$555.00 |

Expenses:

| | | |
|-------------------------|--------------|----------|
| Robber Stamp & Printing | \$313.94 | |
| Mail Permit | 60.00 | |
| Postage | <u>42.00</u> | |
| Total Expenses | | \$415.94 |

9.e. Budget:

Monthly Budget:

| | | |
|-----------------|--------------|----------|
| Contributions | \$300.00 | |
| Advertising | <u>50.00</u> | |
| Budgeted Income | | \$350.00 |

| | | |
|-------------------|--------------|----------|
| Printing | \$250.00 | |
| Postage | 50.00 | |
| Labels | <u>50.00</u> | |
| Budgeted Expenses | | \$350.00 |

Note: The above budget does not contain an allowance for much more than the monthly newsletter at this point because plans for other projects have not been developed to a point where budgeting is realistic.

9.f. Statement of Purposes:

GASP Educational Foundation was formed because its founders believe that the smoking of tobacco creates a variety of physical and social problems, and because their experience has shown that calm and rational discussion, together with supplying information on the topic, can contribute much toward a solution of these problems. They believe that distribution of information on smoking and on the attitudes and responses of people to smoking will produce wiser and more considerate use of tobacco and possibly to a reduction in injury related to smoking. The purposes of the organization are to collect information about the effect of smoke and about social behavior related to tobacco and to prepare and carry out educational programs to spread that information. We will also encourage other organizations to emphasize an educational approach. We hope to include evaluation of the effect of our programs. We also hope to make our collection of material and information available for use as a resource by other interested persons.

9.g. Description of Proposed Fund Raising Activities:

1. Solicit contributions from members of California GASP via (a) a request for donations on the membership renewal notice sent by California GASP to each member once a year, and (b) a request for donations in a newsletter to be sent to California GASP members and to other groups selected because they are likely to have a high percentage of persons interested in GASP Educational Foundation.
2. We hope to develop a proposal for an educational project to submit to larger foundations with a request for funds to finance that project. This plan is now in the very early stages of identification of possibilities and elimination of alternatives.
3. We may charge for educational materials to cover the cost of printing and development. Whether a charge is imposed will depend on the Directors' evaluation of whether such a charge is necessary because other sources of funds are not available and whether such a charge will impair our ability to distribute the materials as widely and effectively as possible.

9. h. Description of Activities.

1. Publication of newsletter
2. Preparation of proposal for an educational project.
3. Obtaining financing for the educational project.
4. Solicit help and recommendations from teachers
for ideas on emphasis, approaches and techniques.
5. Collect information on smoking and related topics
and establish a system for organizing our collection.

The above are all proposed activities. The only activities we have completed at this time are publication of a newsletter announcing our formation and very preliminary investigation into projects which might be suitable for a proposal for more funding.

9. i. Discontinued Activities: None.

9. j. Leases, etc.

We are now negotiating with California GASP to arrange for office space. At this time we are not sure what the final arrangements will be and whether we will be in the position of a lessee. If we do enter into a lease, we will submit the lease for your review.

9. k. Literature attached.

Newsletter.

Attachment to Exemption Application, Form FTB 3500, by
GASP Educational Foundation, dated August 14, 1976.
Page 5.

14. a. For the first year, GASP Educational Foundation expects to receive substantial support from California GASP. California GASP is a nonprofit association, now in the process of incorporating, which receives more than 1/3 of its support from the general public (other than from "disqualified persons" as that term is used by the Internal Revenue Code for determining whether an organization is a private foundation).

We do not know whether we will continue to need that level of support, or any support at all, from California GASP. We plan to obtain funds which will make us sufficiently well-financed so that there is no need for contributions by California GASP.

GASP
EDUCATIONAL FOUNDATION
ARTICLES OF ASSOCIATION

I

The name of this Association is GASP Educational Foundation.

II

The purposes for which this Association is formed are:

(a) The specific and primary purposes are to collect and disseminate information about the contents of, distribution of, and effects of tobacco smoke and about social, institutional and legislative responses and attitudes to the smoking of tobacco and in so doing, to present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion.

(b) The general purposes and powers are:

(i) To buy, lease, rent, receive as gift or otherwise acquire, hold, or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer or otherwise dispose of any and all kinds of property, whether real, personal, or mixed and to receive property by devise or bequest;

(ii) To enter into and perform contracts of every kind in its own name, provided that no member or officer of this Association shall be individually or personally liable for the debts or liabilities contracted or incurred by the Association, unless such member in a writing signed by him or by his agent assumes such debt or liability. There is no presumption that

any member of this Association has consented or agreed to the incurring of any obligation by this Association from the mere fact of his joining or being a member hereof, or signing its Bylaws.

(iii) Generally to have and exercise all other rights and powers now conferred, or which may hereafter be conferred, on such associations by law.

III

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

IV

This Association is organized under Part I of Title 3 of the California Corporations Code.

V

(a) The powers of the Association shall be exercised, its property controlled, and its affairs conducted by a Board of three directors.

(b) The names and addresses of the first Directors of this Association are:

| | |
|----------------|---|
| Pat James | 549 Santa Barbara, Berkeley, Ca. 94707 |
| Irene Peterson | 4779 Hartnett Ave., Richmond, Ca. 94804 |
| Wayne Kling | 1441 Detroit Ave., #261, Concord, Ca. 94520 |

(c) Any member of this Association is qualified to be a Director. The time and manner of electing, the terms of office, the duties and compensation, if any, and the manner of removing Directors and filling vacancies shall be as set forth in the Bylaws of this Association.

VI

The authorized number and qualifications of members of this association, the different classes of membership, if any, and the property, voting, and other reights and privileges of members shall be as set forth in the bylaws; provided, however, that the members of this Association shall have no liability for assessments. No member shall have any interest in property held by the Association, regardless of when or how such property is acquired.

VII

Notwithstanding any provision to the contrary contained in these Articles, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary nonprofit purposes of this Association as set forth in Paragraph (a) of Article II of these Articles, and nothing contained in the statement of purposes shall be construed to authorize this Association to carry on any activity for the profit of any director, officer or member, or to the benefit of any private individual, or to distribute any gains, profits, or dividends to any of the above-mentioned individuals. No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

VIII

The property, assets, profits and net income of this Association are irrevocably dedicated to charitable, educational and scientific purposes meeting the requirement of Section 214 of the California Revenue and Taxation Code. On the dissolution or winding up of this Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Association shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, and scientific purposes meeting the requirements of Section 214 of the Revenue and Taxation Code of the State of California and that has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code and Section 23701.d of the California Revenue and Taxation Code. The recipient shall be selected by the Board of Directors of this Association or, if there be no directors able to act, shall be selected by the GASP chapter in Bethesda, Maryland, or, if no such chapter exists, by the Lung Association and the Cancer Society jointly.

IN WITNESS WHEREOF, we, the undersigned, being the persons named above as the first directors and officers, have executed these Articles of Association this 26th day of May, 1976.

Wayne S. King

Doreen Peterson

BYLAWS

GASP EDUCATIONAL FOUNDATION

I

Offices

1.01 The principal office of the Association for the transaction of its business is located at

II

Members

2.01 The Association shall have one class of members only, and the membership, voting and other rights, interests, and privileges of each member shall be equal.

2.02 The members of this Association shall be Wayne Kling, Pat James, Irene Peterson, Paul Loveday, Sandy Young, Tim Moder and Twillah Reimers and Harriet Hanauer.

2.03 No dues or membership fees shall be paid by the members.

2.04 Membership in the Association shall be nonassessable.

2.05 The membership of any member of the Association shall automatically terminate:

(1) on the member's written request for such termination delivered to the President or Secretary of the Association

personally or by United States mail, such membership to terminate when the request is received;

(2) on the member's death; or

(3) on the date the member loses that member's status as a member of California GASP (California Group Against Smoking Pollution), whether by resignation or otherwise.

All rights and interests of a member in the Association shall cease upon termination of membership as herein provided.

2.06 A member whose membership is terminated shall be replaced by a member selected by a majority of the members then remaining at the next regular or special meeting of the members of this Association.

2.07. All records of this Association shall be open to inspection at any reasonable time by a member on his written demand, at the principal office of this Association.

III

Meetings of Members

Meetings of members shall be held annually on the 30th day of January, at 7:00 p.m., at the principal office of the Association or at such other place as may be designated by notice to members given in the manner provided herein for notice of directors' meetings.

Special meetings of members may be called in the same manner as special meetings of the Board of Directors.

VI

Directors

4.01 The Board of Directors shall consist of 3 members until the number of directors is changed by amendment to these bylaws.

4.02 Subject to the limitations of the Articles of Association, other sections of these bylaws, and of law, the directors shall have the following powers:

(1) To select and remove all the other officers, agents and employees of this association; prescribe such duties for them as may not be inconsistent with law, the Articles of Association, or these bylaws; fix their compensation, and require from them security for faithful service..

(2) To conduct, manage, and control the affairs and business of this Association, and to make rules and regulations not inconsistent with law, the Articles of Association, or these bylaws.

(3) To supervise all officers, agents and employees of this Association to assure that their duties are properly performed.

4.03 The directors shall serve without compensation.

4.04 Except as provided below for the initial terms of the first directors, the term of office of each director of this Association shall be one year or until his successor is elected. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the

members in the year such terms expire. A director may succeed himself in office. The first directors shall hold office until the annual membership meeting in January, 1977.

4.05 Vacancies on the Board of Directors shall be filled by a majority of the remaining directors then in office even though less than a quorum. A successor director so elected shall serve for the unexpired term of his predecessor.

4.06. Any member of this Association is qualified to be a Director hereof.

4.07 Directors, other than those named in the Articles of Association, shall be elected by the members present in person and voting at the regular meeting of members held in January of each year, provided a quorum is present or, if no quorum is present, at the next succeeding regular or special meeting at which a quorum is present.

4.08 Regular meetings of the Board of Directors shall be held at any place, within or without the state, that 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 this designation regular meetings shall be held at the principal office of this association. Special meetings of the board may be held either at a place designated or at the principal office. All board meetings shall be open to any member wishing to attend, though notice of special meetings of the board need not be given to the members, unless a member has delivered to the Secretary a written request for notice within one year prior to the date of the meeting in question.

4.09 Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purposes of organization, election of officers, and the transaction of other business. No notice of this organizational meeting need be given.

4.10 Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president, the vice-president, or by any two directors. Written notice shall be delivered personally to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of this Association, or if it is not shown on the records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. The notice shall be mailed at least seven days before the time the special meeting is to be held.

4.11 The transactions of any meeting of the Directors, however called and noticed, and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the absent directors signs a written waiver of notice, consent to hold the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the Association records, or made part of the minutes of the meeting.

4.12 Two Directors shall constitute a quorum for the transaction of business.

Officers

5.01 The officers of this Association shall be a president, vice president, editor, secretary, treasurer and such other officers as the Board of Directors may appoint.

5.02 The Board of Directors shall elect all officers of the Association for terms of one year, or until their successors are elected and qualified.

5.03 A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

5.04 Any active member of this Association or of California GASP is qualified to be an officer.

5.05 All officers, except the editor, shall serve without compensation. The editor shall receive such compensation as may be determined by resolution of the Board of Directors.

5.06 Any or all officers may be removed from office at any time by the vote of a majority of the Directors. In the case of the removal of any officer, a new officer shall be elected to serve the unexpired portion of the term of his predecessor at the meeting at which the officer is removed.

5.08 A vacancy in any office because of death, resignation, disqualification or otherwise shall be filled by the Board of Directors at the next regular or special meeting at which a quorum is present following the vacancy.

5.09 President Subject to the control of the Board

of Directors, the president shall have general supervision, direction, and control of the business and affairs of the Association, and shall supervise the keeping of the records of this Association. He shall preside at all meetings of the members and Board of Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5.09 Vice President In the absence or disability of the president the vice president shall perform all the duties of the president and in so acting shall have all the powers of the president. The vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

5.10 Secretary The secretary shall keep a record of all decisions made by and agreements made among the Directors at meetings of the Board, and shall make service of such notices as may be necessary or proper, and shall discharge such other duties of the office as prescribed by the Board of Directors.

5.11 Editor The editor shall edit and supervise publication of the newsletter which this Association shall publish, and shall discharge such other duties of the office as prescribed by the Board of Directors.

5.12 Treasurer The treasurer shall:

(1) Receive, have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks or other depositories as shall be selected by the Board of Directors;

(2) Disburse or cause to be disbursed the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

(3) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(4) Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members;

(5) Have such powers and perform such other duties as may be prescribed by the Board of Directors.

VI

Execution of Instruments

7.01 The Board of Directors, except as otherwise expressly provided in the Articles of this Association or in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

7.02. Except as otherwise specifically determined by resolution of the Board of Directors, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Association shall be signed by the Treasurer and countersigned by the President of the Association.

VII

Adoption, Amendment, and Repeal

7.01 These Bylaws shall become effective on their being signed by the original directors as named in the Articles of Association, and they may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote of a majority of the Board of Directors.

Wayne S. Kling

James Peterson

CT # 15173 +
CT # 18636

GROUP AGAINST SMOKING
POLLUTION LEGAL FUND
P. O. Box 1061
Berkeley, CA 94701
January 31, 1982

Registry of Charitable Trusts
P. O. Box 13447
Sacramento, CA 95813

Re: GROUP AGAINST SMOKING POLLUTION LEGAL FUND
Organization No. 9782994
Federal Employee I.D. No. 237377947
Tax-Exempt Organization

Enclosed are copies of the following documents:

1. Agreement of Merger between GASP Educational Foundation and Group Against Smoking Pollution Legal Fund dated July 23, 1981. The name of the organization after this merger is GASP Educational & Legal Fund.
2. Bylaws of GASP Educational & Legal Fund as adopted pursuant to the Agreement of Merger.
3. Articles of Incorporation of GASP Educational & Legal Fund.
4. A list of the current directors of GASP Educational & Legal Fund, with their addresses, occupations and other qualifications.

GASP Educational Foundation is also a tax exempt organization under IRC Section 501(c)(3) and Section 23701d.

This merger and the amendment of the bylaws and articles of the organization:

- a. provide a board of directors more representative of the community;
- b. provide a board of directors with greater experience and more community contacts;
- c. Allow admission of additional community leaders to the board of directors;

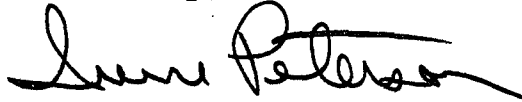
Registry of Charitable Trusts
January 31, 1982
Page Two

- d. provide a more efficient governing body and financing structure;
- e. will eliminate duplicate solicitations to supporters for contributions for similar purposes; and
- f. will promote better use of donors' contributions to achieve the goals of the merging organizations.

Please call me if you have any questions and I will be happy to provide any information you need.

My business telephone number is (213) 683-7529.

Sincerely,



Irene Peterson
Secretary and Director
GASP Educational & Legal Fund
204 Washington Ave. #101
Santa Monica, CA 90403

Enc.

P.S. A similar letter is being sent to you under the reference of GASP Educational Fund, on the assumption that you will need this information for both files.

The president shall preside at all meetings of the board of directors and of the members of this corporation. The president shall sign, together with the secretary or assistant secretary, all agreements and conveyances and all other instruments in writing which have been authorized by the board of directors and he or she shall be empowered to sign checks on funds of the corporation, provided, however, that the board of directors may by resolution authorize any other person or persons to execute in the name of the corporation all contracts and conveyances and all other instruments in writing and to sign checks drawn on the funds of the corporation.

2. Vice Presidents. In the absence or disability of the president, the first vice president, or in the absence or disability of both the president and the first vice president, the second vice president shall perform all the duties of the president, and in so acting shall have all the powers of the president.

3. Secretary. The secretary shall keep or cause to be kept at the principal office of the corporation or at such other place as the board of directors may order a book of minutes of all meetings of the board of directors and of the members with the time and place of holding, whether regular or special, and if special how authorized, the notice given thereof, the names of those present at the board of directors' meetings, the number of members present at membership meetings, and the proceedings thereof. The secretary shall also keep or cause to be kept a membership register showing the names of the members and their addresses. The secretary shall give or cause to be given notice of all the meetings of the members and of the board of directors required by these bylaws or by law to be given, and the secretary shall keep the seal of the corporation in safe custody. Moreover, as provided in subsection 1 of this section, the secretary shall sign, together with the president, all agreements and conveyances and all other instruments in writing which have been authorized by the board of directors.

4. Assistant Secretary. In the absence or disability of the secretary, the assistant secretary shall perform all the duties of the secretary, and in so acting shall have all the powers of the secretary.

5. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of accounts shall at all times be open to inspection by any member of the corporation. The treasurer shall also receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated for such purposes by the board of directors, and he or she shall be empowered to sign checks on the funds of the corporation.

6. Assistant Treasurer. In the absence or disability of the treasurer, the assistant treasurer shall perform all the duties of the treasurer, and in so acting shall have all the powers of the treasurer.

G. Compensation and Expenses. The officers of this corporation shall serve without compensation for their services as such, provided, however, that they may be reimbursed from time to time for all expenses incurred on behalf of the corporation, and provided further that nothing herein shall preclude remuneration to such persons for services to the corporation other than services as officers. Nevertheless, any agreement by which an officer is to receive more than one hundred dollars (\$100) per month for services rendered to the corporation shall not be valid unless approved by the board of directors.

H. Procedures Notebook. The president, the secretary and the treasurer shall keep a notebook with a record of tasks to be performed by each which are of a recurring nature such as reports to state and federal agencies, reports required from chapters, notices, and the times at which those tasks are to be performed. This notebook shall be passed on to the successors of those officers at the end of their terms.

ARTICLE V

COMMITTEES

A. Generally. Committees of this corporation shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these bylaws or as are delegated by the authority appointing the committee, subject to these bylaws and the law.

1. Standing Committees. Standing committees shall consist of such standing committees as the board of directors may authorize from time to time. Each such committee shall stand discharged when a new committee is appointed for the same task.

2. Special Committees. Special committees may be appointed for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as is specifically conferred by action of the authority appointing the committee. Upon completion of the task for which appointed, such special committees shall stand discharged.

3. Vacancies. Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

4. Quorum, Meetings. A majority of the members of the committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

5. Expenditures. Any expenditure of corporate funds by a committee shall require prior approval of the authority appointing the committee and, in the case of expenditures which must be approved by the board, by the board, except to the extent the board has appropriated a specific sum for expenditure by that committee.

B. Appointed by President. The president may appoint committee members and chairpersons at his or her discretion. Such committees shall be advisory only and subject to the control of the president.

C. Appointed by Board. The board may appoint committee members and chairpersons to serve at the pleasure of the board. Any committee appointed by the board shall, to the extent provided in the appointing resolution, have all the authority of the board, subject to the limits imposed by the California Corporations Code.

ARTICLE VI

CHAPTERS

A. Initial Chapters. The following chapters are recognized as duly constituted on the date these bylaws are filed with the Secretary of State:

See Exhibit B, attached and incorporated by this reference.

B. Additional Chapters. Any group of 50 or more members residing within a contiguous geographical area may become a chapter of this corporation, with all the rights, powers and responsibilities of chapters specified in this Article, on application and approval as provided in section C.

Application and Approval.

C. /A chapter shall be admitted on delivery to the secretary of a written application on a form prescribed by the board of directors (or if no form is prescribed by the directors, then on a form containing the information set out in Section E), completed and signed by three members of the proposed chapter, accompanied by the following:

1. Written approval by the board(s) of directors of all other chapters to which the geographical area of the proposed chapter is assigned at the time of the application; and

2. Written approval by the vice president who is responsible for that geographic area; and

3. Written approval by the president and a majority of the executive committee; and

4. A certificate by the vice president responsible for that geographic area that notice of the proposed chapter formation was given by mail to all members of the corporation residing in the proposed chapter geographic area, and that no fewer than 8 members residing in that area attended an organizational meeting.

The chapter shall be admitted effective on the day following the last day of the month in which the completed application and approvals required above are delivered to the secretary.

or Defect in Application.

D. Notice of Admission. The secretary shall deliver to the treasurer a copy of the application, shall include a copy of the application in the notice of the next meeting of the board of directors, and shall include on the agenda for that meeting the matter of an increase in the number of directors to allow a director to represent the newly-admitted chapter. The secretary shall file the application and written consents with the records of that meeting. The secretary shall notify the chapter of defects in the application or of its admission within 20 days after receipt of the application.

E. Content of Application. The application for chapter admission shall contain such information, statements, certifications and other evidence as the board of directors including, without limitation, the following: shall require

1. The name, address, telephone number and signature of the persons who will serve as the first officers of the chapter.

2. The name, address, telephone number and signature of the first directors of the chapter.

3. The name, address, telephone number and signature of the persons who will represent the chapter as the elected director and alternate elected director if the board of directors authorizes a director for that chapter.

4. An agreement to comply with all provisions of the articles of incorporation and the bylaws of this corporation.

5. An agreement to use the uniform chapter bylaws.

6. A list of the zip code areas to be allocated to that chapter.

7. An agreement, signed by four members, agreeing to spend at least two hours a month working for the chapter (not including attending membership meetings, meetings of the chapter directors, or meetings of the corporation board of directors).

8. Acknowledgment of receipt of the corporation's manual regarding:

- a. The duties of the chapter treasurer and secretary,
- b. The criteria for retaining chapter status, and
- c. The criteria for retaining a vote on the board of directors.

9. The name, address and telephone number of the person responsible for giving chapter news to the newsletter editor.

10. The name of the chapter.

F. Adjustment of Chapter Boundaries. At its sole discretion, the board of directors may adjust the boundaries between chapters.

G. Names. Each chapter of this corporation shall be designated as " Chapter, GASP Educational Foundation," or "GASP Educational Foundation, Chapter," and the identifying word or words to be placed in the above blank space shall designate, as closely as possible, the city, county, or commonly known geographical area in which the chapter is located.

H. Powers.

1. General. Each chapter shall be authorized to act within its designated geographical area to:

- a. Solicit membership;
- b. Raise funds;
- c. Promote the purposes of the corporation through educational or social methods; and
- d. Work in conjunction with like-minded organizations to promote the purposes of the corporations, subject to the control of the president, provided that such activity does not in any manner entail a violation of or an unauthorized extension of such purposes; and
- e. Imprint the chapter name and address on all corporate literature.

2. Voting. Chapters represented by a director as provided in section A.4. of Article III and chapters with directors approved by the board of directors shall be entitled to vote at meetings of the board of directors as provided in Article III so long as the chapter and its director satisfy the conditions for voting contained in Article III. Any chapter represented by a director may elect to not be represented by a director by delivering to the secretary of the corporation a written statement that the chapter has decided not to have a director on the board of directors, with a certificate by the chapter secretary that the decision was made by a majority of the chapter board of directors at a meeting duly noticed and held, after notice to the chapter members of the proposed action.

I. Election of Chapter Directors. Each chapter shall have at least three chapter directors, but not more than ten chapter directors. The number of chapter directors shall be determined by the first chapter directors named on the application, who shall serve until the end of the first chapter membership meeting at which directors are elected. That meeting shall be not later than one year from the date the chapter is formed.

J. Election of Officers and Directors to the Corporation Board of Directors. Election of officers (and elected directors if applicable) shall be held in January, February, or March. The chapter directors shall elect at least the following officers:

1. A chapter president or coordinator, who shall have the authority of a president. (Two or more persons may serve as co-coordinators.)

2. A chapter treasurer responsible for handling all financial matters of the chapter and for communicating with the corporation treasurer on financial concerns of the corporation whenever required.

3. A chapter secretary responsible for certifying to the corporation secretary the names and terms of the officers of the chapter.

4. In the case of a chapter entitled to vote on the board of directors, an elected director and alternate elected director responsible for representing the chapter at meetings of the board of directors. The elected director may be the chapter president, coordinator, secretary or treasurer.

One person may hold the offices of chapter treasurer and chapter secretary.

K. Notification of Selection. To facilitate a smooth transition from the outgoing to the incoming corporation board of directors, the name of each elected director to begin a regular term of office shall be communicated to the secretary by the chapter appointing that elected director, on or before April 10 prior to the annual membership meeting at which that elected director's term is to begin.

L. Substitutes. If a chapter's elected director and its alternate elected director are unable to attend a meeting of the board of directors, the chapter board of directors may appoint a substitute who shall be recognized only if he or she delivers to the secretary a certificate signed by the chapter secretary stating the name of the substitute elected director and that he or she was appointed by the chapter board of directors.

M. Distribution of Funds.

1. All applications for membership in the corporation shall be processed and recorded in the principal place of business of the corporation. If a membership application is received from a person or persons residing within a geographical area in which there is a duly constituted chapter, membership dues of fifteen dollars or less received with such application shall be divided between the corporation and the chapter as follows:

Sixty percent (60%) of such dues to the corporation, and forty percent (40%) of such dues to the chapter.

On all membership application forms, the applicant shall be given the opportunity to specify that any membership dues in excess of fifteen dollars (\$15) and any donations are to be divided in any manner between the corporation and the chapter. Whenever such choice is not specified, all monies received in excess of fifteen dollars (\$15) membership dues shall be divided between the corporation and the chapter as follows:

Sixty percent (60%) of such monies to the corporation and forty percent (40%) of such monies to the chapter.

2. It shall be the responsibility of the treasurer to transmit to each chapter its share of membership dues and donations, together with a complete record of the names and addresses of, and amounts received from, all members belonging to such chapter at least once every 3 month(s), on or before the 10th day of the month.

3. No dues shall be assessed or collected by a chapter. However, chapters may conduct fundraising and other activities which require members and others to pay a fee in order to participate.

N. Standardization of Literature. The corporation may determine that certain literature distributed by the corporation is to be standardized throughout the corporation, in which case no chapter may reproduce or distribute such literature in any form other than as specified by the corporation, except that it may imprint the chapter name on the literature in accordance with the provisions of subsection H.1.e. of this article.

O. Suspension of Status.

1. The chapter status of any group may be suspended by the board of directors on grounds including, but not limited to, any of the following:

a. Misuse of the chapter or corporation name;

b. Flagrant or repeated misrepresentation of the purposes of the corporation;

c. Misappropriation of funds;

d. Commission of any act in violation of the articles of incorporation, these bylaws, or the law; or

e. Failure to satisfy the minimum requirements for chapter status set forth in section P. of this article.

2. The chapter status of any group shall be suspended on a failure to file reports required by the corporation treasurer after the notice specified in section D.2. of article III, unless the board of directors determines that the certificate presented by the treasurer as specified under section D.4. of article III is not accurate.

3. On suspension of a chapter, the office of the elected director representing that chapter shall be eliminated, so long as the number of elected directors is no fewer than **five**.

4. At any time after a chapter has been suspended by either the board or the membership, the chapter may apply to the board for reinstatement.

P. Minimum Requirements for Retention of Chapter Status.

The chapter status of any group may be suspended by the board of directors if:

per year

1. The elected director for that chapter fails to attend at least two ~~meetings~~ meetings of the board of directors. Attendance by an alternate elected director or a substitute elected director shall be considered attendance by the elected director.

2. The chapter does not perform at least two of the following criteria:

a. Have at least four members who agree in writing to spend two hours a month, for one year, working for the chapter (not including time spent in membership meetings, or in meetings of the chapter board of directors or the corporation board of directors.).

b. Operate a cardtable and distribute the corporation's literature at at least four events a year (such as health fairs, marathon runs, conventions or community forums).

c. Increase the membership of the chapter during the last fiscal year of the corporation by the lesser of:

i. 5 members; or

ii. 3% of the membership of the chapter at the start of that fiscal year.

ARTICLE VII

GENERAL PROVISIONS

A. Fiscal Year. The fiscal year of this corporation shall end on the 30th day of June of each year.

B. Offices. This corporation shall have and continuously maintain in the State of California a registered office in the County of Alameda and may have such other offices within the State of California as the board of directors may from time to time determine.

C. Seal. The corporate seal shall consist of two concentric circles with the words "GASP Educational Foundation."

D. Amendments. Except in the case of amendments listed in subsection D. below, any director may propose an amendment to these bylaws by mailing a typed or printed copy of the proposed amendment to the secretary. The secretary, within thirty days after receiving the proposed amendment, shall mail a copy of it to each director. No sooner than thirty days and not more than one hundred and eighty days after the mailing of the proposed amendment, the board of directors shall consider it at a regular or special meeting. A two-thirds affirmative vote of the members of the board of directors present shall be required for approval.

1. If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by this section or by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

2. The board of directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:

- a. Any provision increasing the terms of directors;
- b. Any provision allowing one or more directors to hold office by designation or selection rather than election by the chapter directors;
- c. Any provision giving the board of directors power to fill vacancies on the board created by removal of directors;
- d. Any provision increasing the quorum for members' meetings.

3. Any provision fixing or changing the method of choosing directors or the maximum or minimum number of directors may be adopted, amended or repealed only by a vote of a majority of a quorum at a meeting of the members duly and regularly called for that purpose, or by written ballot in accordance with California Corporations Code Section 5513, as amended.

CERTIFICATE OF SECRETARY

I, the undersigned, certify:

That I am the presently elected and acting Secretary of GASP Educational Foundation, a California nonprofit corporation; and

That the foregoing bylaws, consisting of _____ pages, including this page, constitute the bylaws of this corporation, as adopted at a meeting of the board of directors held on the _____ day of _____.

Dated: _____

Secretary

EXHIBITS:

| | |
|-----------|------------------------|
| Exhibit A | List of Directors |
| Exhibit B | Chapters & territories |

EXHIBIT A
to bylaws of GASP Educational Foundation
Adopted May 30, 1981

| <u>Director</u> | <u>Chapter</u> | <u>Year Term Expires</u> |
|--------------------------------|---------------------|------------------------------|
| Tim Moder | East Bay | 1983 |
| Bob Edwards | Diablo Valley | 1982 |
| Jay Matchett | Orange County | 1983 |
| Chuck Mawson | Sacramento | 1982 |
| Walt Bilofsky | San Fernando Valley | 1983 |
| E. Richard Mertz | San Gabriel Valley | 1982 |
| Ed O'Dwyer | Santa Clara | 1983 |
| Irene Peterson | Westside | 1982 |
| (No initial director named) | San Diego | 1982 |

EXHIBIT B

GASP EDUCATIONAL FOUNDATION adopted May 30, 1981

| <u>Chapters</u> | <u>Zip Codes or County</u> |
|--------------------|---|
| Alley | All of Contra Costa County except those areas allocated to East Bay Chapter |
| | 94801, 94803, 94804, 94805, 94806, 94530, 94564, Oakland, Berkeley, Rodeo & cities listed below. |
| County | 90620, 90621, 90622, 90623, 90624, 90630, 90631, 90638, 90680, 90720, 90740, 90742, 90743, 926__, 927__, 928__. |
| amamento | Sacramento County |
| Diego | 920__, 921__. |
| an Fernando Valley | 91040, 91042, 913__, 914__, 915__, 916__. |
| San Gabriel | 90041, 90042, 90065. |
| Santa Clara | Santa Clara County |
| Westside | 90008, 90016, 90019, 90024, 90025, 90034, 90036, 90043, 90046, 90048-56, 90064, 90066, 90067, 90069, 90210, 90211, 90212, 90230, 90265, 90272, 90290, 90291, 904__. |
| East Bay (cont.) | Crockett, Hercules, Albany, Piedmont, Emeryville, Alameda, San Leandro, San Lorenzo and Castro Valley. |

Footnote: "XXX_" means that all zip codes beginning with the numerals given in the location of the X's are a part of that chapter's territory.

EIN: 94-2922136

Date: 20 MAY 1986

Our Letter Dated:
January 26, 1984Person to Contact: Taxpayer
Service RepresentativeContact Telephone Number:
(800) 424-1040American Nonsmokers' Rights Foundation
2054 University Avenue, Suite 500
Berkeley, CA 94701

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization which is not a private foundation until the expiration of your advance ruling period.

Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Internal Revenue Code, because you are an organization of the type described in section 509(a)(1) & 170(b)(1)(A)(vi). Your exempt status under section 501(c)(3) of the code is still in effect.

Grantors and contributors may rely on this determination until the Internal Revenue Service publishes notice to the contrary. However, a grantor or a contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section organization.

Because this letter could help resolve any questions about your foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

District Director

Internal Revenue Service
District Director

Department of the Treasury

JAN 26 1984

52364

Date:

Employer Identification Number:

94-2922136

Accounting Period Ending:

December 31

Foundation Status Classification:

509(a)(1) and 170(b)(1)(A)(vi)

Advance Ruling Period Ends:

December 31, 1985

Person to Contact:

Desk Officer

Contact Telephone Number:

(415) 556-5353

► California Nonsmokers' Rights Foundation
2054 University Avenue, Suite 500
Berkeley, CA. 94701

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably be expected to be a publicly supported organization described in section 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins on the date of your inception and ends on the date shown above.

Within 90 days after the end of your advance ruling period, you must submit to us information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a private foundation from the date of your inception for purposes of sections 507(d) and 4340.

Grantors and donors may rely on the determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you submit the required information within the 90 days, grantors and donors may continue to rely on the advance determination until the Service makes a final determination of your foundation status. However, if notice that you will no longer be treated as a section 509(a)(1) or 509(a)(2) organization is published in the Internal Revenue Bulletin, grantors and donors may not rely on this determination after the date of such publication. Also, a grantor or donor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section 509(a)(1) or 509(a)(2) status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section 509(a)(1) or 509(a)(2) organization. *509(a)(1) and

P.O. Box 36040, San Francisco, Calif. 94102

(over)

Letter 1045(DO) (6-77)

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. Also, you should inform us of all changes in your name or address.

Generally, you are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. If you have paid FICA taxes without filing the waiver, you should call us. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

You are required to file Form 990, Return of Organization Exempt from Income Tax, only if your gross receipts each year are normally more than \$10,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Michael Sam

District Director

See Attached

Letter 1045(DO) (6-77)

CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION

Beginning January 1, 1984, unless specifically excepted, you must pay taxes under the Federal Insurance Contributions Act (social security taxes) for each employee who is paid \$100 or more in a calendar year.

For tax years ending on and after December 31, 1982, organizations whose gross receipts are not normally more than \$25,000, are excused from filing Form 990. For guidance in determining if your gross receipts are "normally" not more than the \$25,000 limit, see the instructions for the Form 990.

Your attention is called to the provisions of section 501(c)(3) of the Internal Revenue Code of 1954 under which your exemption will be revoked if any substantial part of your activities consists of carrying on propaganda, or otherwise attempting to influence legislation, (unless you elect to come under the provisions allowing certain lobbying expenditures), or if you participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In the event that you make distributions to organizations that are not exempt under section 501(c)(3) of the Code, you should follow the guidelines outlined in Rev. Rul. 68-489, 1968-2 C.B. 210.

Internal Revenue Service
District Director

Department of the Treasury

JAN 26 1984

Date:

Employer Identification Number:

94-2922136

Accounting Period Ending:

December 31

Foundation Status Classification:

509(a)(1) and 170(b)(1)(A)(vi)

Advance Ruling Period Ends:

December 31, 1985

Person to Contact:

Desk Officer

Contact Telephone Number:

(415) 556-5353

► California Nonsmokers' Rights Foundation
2054 University Avenue, Suite 500
Berkeley, CA. 94701

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably be expected to be a publicly supported organization described in section 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins on the date of your inception and ends on the date shown above.

Within 90 days after the end of your advance ruling period, you must submit to us information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a private foundation from the date of your inception for purposes of sections 507(d) and 4940.

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P.O. Box 36040, San Francisco, Calif. 94102

(over)

Letter 1045(DO) (6-77)

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If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Michael Sam

District Director

See Attached

Letter 1045(DO) (6-77)

CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION

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Your attention is called to the provisions of section 501(c)(3) of the Internal Revenue Code of 1954 under which your exemption will be revoked if any substantial part of your activities consists of carrying on propaganda, or otherwise attempting to influence legislation, (unless you elect to come under the provisions allowing certain lobbying expenditures), or if you participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In the event that you make distributions to organizations that are not exempt under section 501(c)(3) of the Code, you should follow the guidelines outlined in Rev. Rul. 68-489, 1968-2 C.B. 210.

Form **1023**

(Rev. July 1981)

Department of the Treasury
Internal Revenue Service**Application for Recognition of Exemption****Under Section 501(c)(3) of the Internal Revenue Code**

For Paperwork Reduction Act Notice, see page 1 of the instructions.

OMB No. 1545-0056

Expires May 31, 1984

To be filed in the key district for the area in which the organization has its principal office or place of business.

This application, when properly completed, constitutes the notice required under section 508(a) of the Internal Revenue Code so that an applicant may be treated as described in section 501(c)(3) of the Code, and the notice required under section 508(b) for an organization claiming not to be a private foundation within the meaning of section 509(a). (Read the instructions for each part carefully before making any entries.) The organization must have an organizing instrument (see Part II) before this application may be filed.

Part I—Identification

| | | | |
|--|--|--|--|
| 1 Full name of organization CALIFORNIA NONSMOKERS' RIGHTS FOUNDATION | | 2 Employer identification number (If none, attach Form SS-4) | |
| 3(a) Address (number and street) 2054 University Avenue, Suite 500 | | Check here if applying under section: <input type="checkbox"/> 501(e) <input type="checkbox"/> 501(f) | |
| 3(b) City or town, State, and ZIP code Berkeley, CA 94701 | | 4 Name and phone number of person to be contacted Irene Peterson (213) 683-7529 | |
| 5 Month the annual accounting period ends June DECEMBER | 6 Date incorporated or formed May 27, 1983 | 7 Activity codes 351 60 430 | |
| 8(a) Has the organization filed Federal income tax returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), year(s) filed, and Internal Revenue office where filed ▶ | | | |
| 8(b) Has the organization filed exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), year(s) filed, and Internal Revenue office where filed ▶ | | | |

Part II.—Type of Entity and Organizational Documents (see instructions)

Check the applicable entity box below and attach a conformed copy of the organization's organizing and operational documents as indicated for each entity.


☒ Corporation—Articles of incorporation, bylaws. ☐ Trust—Trust indenture. ☐ Other—Constitution or articles, bylaws.

Part III.—Activities and Operational Information

- 1 What are or will be the organization's sources of financial support? List in order of magnitude. If a part of the receipts is or will be derived from the earnings of patents, copyrights, or other assets (excluding stock, bonds, etc.), identify the item as a separate source of receipts. Attach representative copies of solicitations for financial support.
- Grants from foundations and publicly-supported organizations
 - Contributions from the public.
 - An insignificant amount from interest on bank deposits.
 - (relative magnitude unknown) Fees for advisory services to employers, if the corporation is able to develop a successful advisory program.
- 2 Describe the organization's fund-raising program, both actual and planned, and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.)
- mailings to supporters
plus special mailing appeals for special programs.
 - mailing to selected lists obtained from other organizations.
 - personal contacts by directors and officers with persons and organizations supportive of nonsmokers' rights & smoking programs.
 - grant applications to foundations (see attached submitted to The Kaiser Fund, the San Francisco Foundation, Bank of America Foundation, KRON Television)

All of the above have been implemented by predecessor unincorporated association (same name) and will be continued by the applicant corp.

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and I have examined this application, including the accompanying statements, and to the best of my knowledge it is true, correct, and complete.


Irene Peterson (Signature)

Director & Treasurer
(Title or authority of signer)

Sept. 9, 1983
(Date)

Part III.—Activities and Operational Information (Continued)

3 Give a narrative description of the activities presently carried on by the organization, and those that will be carried on. If the organization is not fully operational, explain what stage of development its activities have reached, what further steps remain for the organization to become fully operational, and when such further steps will take place. The narrative should specifically identify the services performed or to be performed by the organization. (Do not state the purposes of the organization in general terms or repeat the language of the organizational documents.) If the organization is a school, hospital, or medical research organization, include enough information in your description to clearly show that the organization meets the definition of that particular activity that is contained in the instructions for Part VII-A.

a. The Smoke in the Workplace project for employees. The foundation* has developed the brochure "Clearing the Air at Work" and distributes this brochures to persons looking for information and to employers. It has also developed materials and guidelines for a Smoke in the Workplace Hotline, a project which uses volunteers to answer calls in the Los Angeles area and provide counseling to persons with workplace smoking problems and give them information and materials to use in discussing the problem with their supervisors.

b. The Smoke in the Workplace project for employers. The foundation* has created an advisory committee composed of employer representatives. It has developed an informational package for employers with scientific information, economic information, questionnaire for use in surveying employees to determine the impact of smoke on the company's employees, and information about the various types of programs which can be used to reduce the impact of smoke on employees. If feasible, the foundation plans to provide advisory services and in-house programs for employers. It distributes the materials developed.

c. The Smoking Education Project With Death in The West. In late May, 1983, approximately 80,000 students in the San Francisco Bay area will participate in a smoking education program which centers on a broadcast of the film Death in The West by television station KRON as a part of the homework. The foundation* obtained funds for printing the curriculae, publicity and distribution from various foundations and organizations. The curriculum was developed by the Lawrence Hall of Science. (see enclosure)

d. Legal Program. The organization collects and distributes information on the law and new developments in the law relevant to smoking. It maintains a list of attorneys with experience in nonsmokers' rights matters and makes this list available to interested persons. The organization is working with local bar associations to identify attorneys interested in volunteer work and to educate attorneys on this area of the law. Depending on availability of funds, the foundation plans to provide funds for legal expenses in significant cases. The organization also plans to develop a list of qualified experts who may be available to serve as witnesses in nonsmoker's cases.

continued on attached sheet.

4 The membership of the organization's governing body is:

(a) Names, addresses, and duties of officers, directors, trustees, etc.

SEE ATTACHED SHEET

(b) Specialized knowledge, training, expertise, or particular qualifications

Part III.—Activities and Operational Information (Continued)

- 4 (c) Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? ☐ Yes ☒ No
If "Yes," name those persons and explain the basis of their selection or appointment.

- (d) Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons?" (See specific instruction 4(d).) . . . ☐ Yes ☒ No
If "Yes," explain.

- (e) Have any members of the organization's governing body assigned income or assets to the organization? . ☐ Yes ☒ No
If "Yes," attach a copy of assignment(s) and a list of items assigned.
(however, several have made contributions to the organization)

- (f) Is it anticipated that any current or future member of the organization's governing body will assign income or assets to the organization? ☐ Yes ☒ No
If "Yes," explain fully on an attached sheet.

- 5 Does the organization control or is it controlled by any other organization? ☐ Yes ☒ No
Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors? ☒ Yes ☐ No
If either of these questions is answered "Yes," explain.

The directors of the organization are also directors of Californians for Nonsmokers' Rights, a nonprofit 501(c)(4) organization.

- 6 Is the organization financially accountable to any other organization? ☐ Yes ☒ No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

- 7 (a) What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken.

a copying machine, typewriters, miscellaneous office furnishings & equipment, and a stock of brochures, & library of research reports, etc.
(b) To what extent have you used, or do you plan to use contributions as an endowment fund, i.e., hold contributions to produce income for the support of your exempt activities? We have not used contributions as an endowment fund and do not plan to do so.

- 8 (a) What benefits, services, or products will the organization provide that are related to its exempt function? brochures, bibliographies, copies of relevant literature & research reports, advice on smoke-related problems, guidelines & aids for solving problems caused by smoke, speakers, public information via media, and some legal aid, educational programs for schools.

Part III.—Activities and Operational Information (Continued)

- 8 (b) Have the recipients been required or will they be required to pay for the organization's benefits, services, or products? ☐ Yes ☒ No

If "Yes," explain and show how the charges are determined.

However, recipients of the "Death in The West Tapes" have been required to reimburse the cost of the tape; employers may be charged a consulting fee in connection with an advisory program; fees are not yet determined.

- 9 Does or will the organization limit its benefits, services, or products to specific classes of individuals? ☐ Yes ☒ No

If "Yes," explain how the recipients or beneficiaries are or will be selected.

However, the presence or absence of financial ability will be considered in deciding whether the foundation should provide legal aid. (in the form of money)

- 10 Is the organization a membership organization? ☐ Yes ☒ No

If "Yes," complete the following:

- (a) Describe the organization's membership requirements and attach a schedule of membership fees and dues.

- (b) Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.

- (c) Are benefits, services, or products limited to members? ☐ Yes ☒ No

If "No," explain.

- 11 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns? ☐ Yes ☒ No

If "Yes," explain. (Note: You may wish to file Form 5768, Election/Revocation of Election by an Eligible Section 501(c)

(3) Organization to Make Expenditures to Influence Legislation.)

- 12 Does the organization have a pension plan for employees? ☐ Yes ☒ No

- 13 (a) Are you filing Form 1023 within 15 months from the end of the month in which you were created or formed as required by section 508(a) and the related Regulations? (See general instructions.) ☒ Yes ☐ No

- (b) If you answer "No," to 13(a) and you claim that you fit an exception to the notice requirements under section 508(a), attach an explanation of your basis for the claimed exception.

- (c) If you answer "No," to 13(a) and section 508(a) does apply to you, you may be eligible for relief under section 1.9100 of the Income Tax Regulations from the application of section 508(a). Do you wish to request relief? ☐ Yes ☐ No

- (d) If you answer "Yes," to 13(c) attach a detailed statement that satisfies the requirements of Rev. Proc. 79-53.

- (e) If you answer "No," to both 13(a) and 13(c) and section 508(a) does apply to you, your exemption can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption from the date the application is received and not retroactively to the date you were formed? ☐ Yes ☐ No

Part IV.—Statement as to Private Foundation Status

- 1 Is the organization a private foundation? ☐ Yes ☒ No

- 2 If you answer "Yes," to question 1 and the organization claims to be a private operating foundation, check here ☐ and complete Part VIII.

- 3 If you answer "No," to question 1 indicate the type of ruling you are requesting regarding the organization's status under section 509 by checking the box(es) that apply below:

- (a) Definitive ruling under section 509(a)(1), (2), (3), or (4) ☐ Complete Part VII.

- (b) Advance ruling under section ☒ 170(b)(1)(A)(vi) or ☐ 509(a)(2)—see instructions.

- (c) Extended advance ruling under section ☐ 170(b)(1)(A)(vi) or ☐ 509(a)(2)—see instructions.

(Note: If you want an extended advance ruling you must check the appropriate boxes for both 3(b) and 3(c).)

Statement of Support, Revenue, and Expenses for period ending, 19.....

| | | | | |
|---------------------|---|--|----|--|
| Support and Revenue | 1 | Gross contributions, gifts, grants, and similar amounts received | 1 | |
| | 2 | Gross dues and assessments of members | 2 | |
| | 3 | (a) Gross amounts derived from activities related to organization's exempt purpose | | |
| | | (b) Minus cost of sales | 3 | |
| | 4 | (a) Gross amounts from unrelated business activities | | |
| | | (b) Minus cost of sales | 4 | |
| | 5 | (a) Gross amount received from sale of assets, excluding inventory items (attach schedule) | | |
| | (b) Minus cost or other basis and sales expenses of assets sold | 5 | | |
| | 6 | Investment income (see instructions) | 6 | |
| | 7 | Total support and revenue | 7 | |
| Expenses | 8 | Fund raising expenses | 8 | |
| | 9 | Contributions, gifts, grants, and similar amounts paid (attach schedule) | 9 | |
| | 10 | Disbursements to or for benefit of members (attach schedule) | 10 | |
| | 11 | Compensation of officers, directors, and trustees (attach schedule) | 11 | |
| | 12 | Other salaries and wages | 12 | |
| | 13 | Interest | 13 | |
| | 14 | Rent | 14 | |
| | 15 | Depreciation and depletion | 15 | |
| | 16 | Other (attach schedule) | 16 | |
| | 17 | Total expenses | 17 | |
| | 18 | Excess of support and revenue over expenses (line 7 minus line 17) | 18 | |

| Balance Sheets | | Enter dates ▶ | Beginning date | Ending date |
|----------------------------|---|---------------|----------------|-------------|
| | | | 7/1/83 | 8/31/83 |
| Assets | | | | |
| 19 | Cash (a) Interest bearing accounts | | | |
| | (b) Other | 19 | 1,236.29 | 3,852.92 |
| 20 | Accounts receivable, net | 20 | 5,500.00 | 500.00 |
| 21 | Inventories | 21 | | |
| 22 | Bonds and notes (attach schedule) | 22 | | |
| 23 | Corporate stocks (attach schedule) | 23 | | |
| 24 | Mortgage loans (attach schedule) | 24 | | |
| 25 | Other investments (attach schedule) | 25 | | |
| 26 | Depreciable and depletable assets (attach schedule) | 26 | | |
| 27 | Land | 27 | | |
| 28 | Other assets (attach schedule) typewriter & misc. office equip. | 28 | 225.00 | 225.00 |
| 29 | Total assets | 29 | 6,736.29 | 4,577.92 |
| Liabilities | | | | |
| 30 | Accounts payable | 30 | 1,109.00 | 256.00 |
| 31 | Contributions, gifts, grants, etc., payable | 31 | | |
| 32 | Mortgages and notes payable (attach schedule) | 32 | | |
| 33 | Other liabilities (attach schedules) | 33 | | |
| 34 | Total liabilities | 34 | 1,109.00 | 256.00 |
| Fund Balances or Net Worth | | | | |
| 35 | Total fund balances or net worth | 35 | 5,627.29 | 4,321.92 |
| 36 | Total liabilities and fund balances or net worth (line 34 plus line 35) | 36 | 6,736.29 | 4,577.92 |

Has there been any substantial change in any aspect of your financial activities since the period ending date shown above? ☐ Yes ☐ No
 If "Yes," attach a detailed explanation.

Part VI.—Required Schedules for Special Activities

| | If "Yes," check here: | And, complete schedule |
|---|-----------------------|------------------------|
| 1 Is the organization, or any part of it, a school? | | A |
| 2 Does the organization provide or administer any scholarship benefits, student aid, etc.? | | B |
| 3 Has the organization taken over, or will it take over, the facilities of a "for profit" institution? | | C |
| 4 Is the organization, or any part of it, a hospital or a medical research organization? | | D |
| 5 Is the organization, or any part of it, a home for the aged? | | E |
| 6 Is the organization, or any part of it, a litigating organization (public interest law firm or similar organization)? | X | F |
| 7 Is the organization, or any part of it, formed to promote amateur sports competition? | | G |

Part VII.—Non-Private Foundation Status (Definitive ruling only)**A.—Basis for Non-Private Foundation Status**

The organization is not a private foundation because it qualifies as:

| ✓ | Kind of organization | Within the meaning of | Complete |
|---|---|--|-------------|
| 1 | a church | Sections 509(a)(1) and 170(b)(1)(A)(i) | |
| 2 | a school | Sections 509(a)(1) and 170(b)(1)(A)(ii) | |
| 3 | a hospital | Sections 509(a)(1) and 170(b)(1)(A)(iii) | |
| 4 | a medical research organization operated in conjunction with a hospital | Sections 509(a)(1) and 170(b)(1)(A)(iii) | |
| 5 | being organized and operated exclusively for testing for public safety | Section 509(a)(4) | |
| 6 | being operated for the benefit of a college or university which is owned or operated by a governmental unit | Sections 509(a)(1) and 170(b)(1)(A)(iv) | Part VII.—B |
| 7 | X normally receiving a substantial part of its support from a governmental unit or from the general public | Sections 509(a)(1) and 170(b)(1)(A)(vi) | Part VII.—B |
| 8 | normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions) | Section 509(a)(2) | Part VII.—B |
| 9 | being operated solely for the benefit of or in connection with one or more of the organizations described in 1 through 4, or 6, 7, and 8 above | Section 509(a)(3) | Part VII.—C |

B.—Analysis of Financial Support As a newly-incorporated corporation, the organization

| | (a) Most recent tax year | (Years next preceding most recent tax year) has no history of financial support. | | | |
|---|--------------------------|--|-------------|-------------|--|
| | 19..... | (b) 19..... | (c) 19..... | (d) 19..... | |
| 1 Gifts, grants, and contributions received | | | | | |
| 2 Membership fees received | | | | | |
| 3 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity which is not an unrelated business within the meaning of section 513 | | | | | |
| 4 Gross investment income (see instructions for definition) | | | | | |
| 5 Net income from organization's unrelated business activities not included on line 4 | | | | | |
| 6 Tax revenues levied for and either paid to or spent on behalf of the organization | | | | | |
| 7 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge) | | | | | |
| 8 Other income (not including gain or loss from sale of capital assets)—attach schedule | | | | | |
| 9 Total of lines 1 through 8 | | | | | |
| 10 Line 9 minus line 3 | | | | | |
| 11 Enter 2% of line 10, column (e) only | | | | | |
| 12 If the organization has received any unusual grants during any of the above tax years, attach a list for each year showing the name of the contributor, the date and amount of grant, and a brief description of the nature of such grant. Do not include such grants on line 1 above.—(See instructions). | | | | | |

SCHEDULE F.—Litigating Organizations (Public Interest Law Firms and Similar Organizations)

- 1 Will the organization conform to the guidelines for organizations engaged in litigation activities issued by the Internal Revenue Service in Rev. Proc. 71-39, 1971-2 C.B. 575, and Rev. Proc. 75-13, 1975-1 C.B. 662? ☒ Yes ☐ No
If "No," explain.

- 2 What is the organization's area of public interest or concern?
strengthening protection of nonsmokers from the harmful effect of tobacco smoke, by improving enforcement of and compliance with existing laws.

- 3 Is the organization set up primarily to try the case of a particular person or prosecute a particular cause of action? ☐ Yes ☒ No
If "Yes," explain.

- 4 What are the organization's criteria for selection of cases? Whether a favorable outcome will help other nonsmokers; whether the chances of winning are sufficient to justify the expenditure; whether a favorable outcome will benefit cases brought on other theories; the financial need of the plaintiff.

- 5 In what cases has the organization started legal proceedings and in what other cases is it preparing to start proceedings? Describe the legal issues involved in each case and explain how they relate to the organization's area of concern.

The organization has not started legal proceedings in any case, and is not preparing to start legal proceedings in any case.

- 6 (a) Composition of the organization's board of directors or trustees:

| Name and address | Business or Occupation |
|------------------|------------------------|
| SEE ATTACHMENT | |
| | |
| | |
| | |
| | |

- (b) Will any of the attorneys hired by the organization be a trustee or member of the board of directors of the organization or be associated in the practice of law with any such trustee or member? ☐ Yes ☒ No
If "Yes," explain.

- 7 Does or will the organization share office space with a private law firm? ☐ Yes ☒ No
If "Yes," explain.

- 8 Does or will the organization receive fees for its professional services? ☐ Yes ☒ No
If "Yes," explain. However, in a proper case the organization may seek to obtain an award of attorney's fees against the defendant. The organization may also seek fees for non legal management consulting under a separate program.

SCHEDULE G.—National or International Amateur Sports Competition

- 1 Does your organization directly or indirectly provide any facilities or equipment for the use of amateur athletes engaged in national or international sports competition? ☐ Yes ☐ No
If "Yes," explain.

- 2 How do you foster national or international sports competition?

- 3 Do you provide financial assistance to amateur athletes? ☐ Yes ☐ No

Reference Item III. 1: ~~The organization has not yet made a solicitation for support, but future solicitations will be similar to this sample, although the subject matter and tone will vary depending on the topic.~~

California Nonsmokers' Rights Foundation

Dear Member,

Ask the cigarette business how it gets its customers and you'll be told over and over again, that it's hard to get customers. The good old ads for cigarettes cannot be used anymore. Old St. Nick, for example, pushing Lucky Strikes because..."Luckies are easy on my throat." The cigarette business can't count on that anymore. Or the doctors pushing Camels; "More doctors smoke Camels than any other cigarette." The business can't count on that anymore, either.

Nor can it count anymore on television. Television is off-limits to cigarettes. And so the tobacco industry has gone to the advertising business in New York for help; to Madison Avenue, with a billion dollars a year for bigger and better ways to sell cigarettes.

Go for the youth of America. Go get 'em, guys. Get some young women, give them some samples. Pass them out on the streets, for free -- to the teenagers of America. Hook 'em while they're young. Make them start now. Just think how many they'll be smoking when they grow up.

Or, here's another cigarette-slickster idea. The Merit Report wants your opinion; a survey, they say, on current events. A \$270,000 Merit-mobile. Walk in, get involved, ...let us know what you think! Thank you, on behalf of Merit cigarettes. Or another cigarette-slickster idea. Go for the children through sports and music. The Camel Scoreboard gives kids the latest sports scores, while the Kool Jazz Festival brings the best jazz musicians into concert all across the country.

Now how about a scene from Superman II? A bus crashing into a truck. Could be any truck, couldn't it? But, in a movie that's being seen by millions of children who love Superman, the bus crashes into a Marlboro truck!

The cigarette business insists -- in fact, it will swear up and down in public, it is not selling cigarettes to children; that if children are smoking (which they are, more than ever before), it's not the fault of the cigarette business. Who knows whose fault it is?

(over)

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Raymond L. Weisberg, M.D.
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American Cancer Society,
California Division

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Assoc. Prof. of Epidemiology, UCLA
Jesse L. Steinfeld, M.D.
U.S. Surgeon General 1969-1973
Luther Terry, M.D.
U.S. Surgeon General, 1961-1965
Peggy & Edgar Wayburn
(Titles and organizations used for
identification purposes only.)

We have obtained a confidential report on cigarette advertising which states the industry's strategy for attracting young people (starters, they are called) to smoking:

"For the young smoker...a cigarette falls into the same category...with wine, beer, shaving, or wearing a bra. A declaration of independence and striving for self-identity. Therefore, an attempt should be made to present the cigarette as an initiation into the adult world...to present the cigarette as an ...illicit pleasure...a basic symbol of the growing-up maturity process. An attempt should be made...to relate the cigarette to pot, wine beer, sex. Do not communicate...health or health-related points."

That's the strategy of the cigarette-slicksters; the cigarette business which is insisting in public..."we are not selling cigarettes to children."

As in the past, we face this powerful and well-financed adversary head-on. To better confront this and many other issues, GASP Educational and Legal Fund has become the new California Nonsmokers' Rights Foundation -- your membership is now with the CNR Foundation.

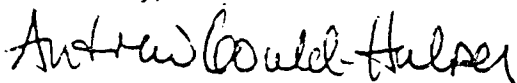
We must do everything within our power to make sure that the tactics of the cigarette industry are monitored and brought to public attention. **The rights of nonsmokers to breathe smoke-free air depend on it...350,000 lives a year depend on it.**

Doing that requires a strong, well-financed nonsmokers' rights organization. And, the strength of the Foundation is entirely dependent on your commitment and annual donation.

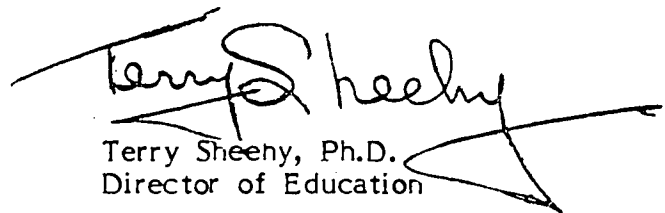
Your membership is now expired and -we are looking forward to receiving your renewal application.

So, please, while this reminder is before you, take a minute to return your personal form along with your annual donation and whatever additional contribution you can afford to the Foundation today.

Sincerely,



Andrew Gould-Halper
Executive Director



Terry Sheehy, Ph.D.
Director of Education

P.S. Death in the West update...

In 1975, Thames Television produced a documentary on the tobacco industry called Death in the West. In 1976, Philip Morris, makers of **Marlboro**, went to court and had the film suppressed world-wide! It is the story of six cowboys, all Marlboro Men prototypes, all six dying of diseases their doctors linked to smoking. It is one of the most shocking exposés of the tobacco industry to date. The Foundation was instrumental in bringing this film to the attention of the American public. We are now making it available to schools, community organizations and Foundation supporters. For more information, contact us at our office.

Item III. 1. (sample solicitations)

Californians for Nonsmokers' Rights, which is a 501(c)(4) organization, solicits funds for its work and on some of its solicitations includes an appeal for contributions to California Nonsmokers' Rights Foundation. Postage and costs of these mailings are paid by Californians for Nonsmokers' Rights. (However, if the foundation determines that such payments would be permitted by a 501(c)(3) organization, the foundation may reimburse Californians for Nonsmokers' Rights for an appropriate portion of the mailing costs). Below is an example of these mailings.

Attached

JOIN THE NONSMOKERS' RIGHTS MOVEMENT!

By supporting CALIFORNIANS FOR NONSMOKERS' RIGHTS, you will

- Assist in the passage of legislation to protect nonsmokers and be involved in setting priorities and planning programs for the organization on both the state and local levels.
- Receive our quarterly newsletter keeping you up-to-date on your rights as a nonsmoker, exposés of the tobacco industry and the latest news about the effects of second-hand smoke on your health.
- Be part of what state and civic government leaders consider to be the model state organization fighting the tobacco industry for nonsmokers' rights today.
- Have access to the most comprehensive clearinghouse for information and resources relating to nonsmokers' rights and the politics of the tobacco industry.

Californians for Nonsmokers' Rights

☐ I want to join the nonsmokers' rights movement by supporting CALIFORNIANS FOR NONSMOKERS' RIGHTS. Enclosed is my contribution of

☐ \$15 ☐ \$25 ☐ \$50 ☐ \$100 ☐ Other \$ _____

(Please make your check payable to **Californians for Nonsmokers' Rights**.)

☐ I want to make a tax-deductible contribution to the California Nonsmokers' Rights Foundation to support educational and legal programs concerning the effects of second-hand smoke. Enclosed is my gift of

☐ \$15 ☐ \$25 ☐ \$50 ☐ \$100 ☐ Other \$ _____

(Please make your check payable to **California Nonsmokers' Rights Foundation**.)

Name _____

Address _____

City _____ State _____ Zip _____

Phone (_____) _____

CALIFORNIANS FOR NONSMOKERS' RIGHTS, 2054 University Avenue,
Suite 500, Berkeley, CA 94704 (415) 841-3032

