

THE AUTISM & COMPASSIONATE CARE CONNECTION,
A California Non-Profit Mutual Benefit Corporation.

BYLAWS

ARTICLE 1

Purposes, Name, Principal Office, and Notice

Section 1.1

Purposes

The purposes of the above-named entity (“Collective”) are in general, to promote the betterment of the community which it serves in general, and in particular to provide herbal remedies to its Patient Members, who shall be California patients with recommendations of their licensed physicians to use cannabis medicinally pursuant to State Law.

Section 1.2 Name

The name of this nonprofit mutual benefit corporation is **THE AUTISM & COMPASSIONATE CARE CONNECTION**, A California Non-Profit Mutual Benefit Corporation.

Section 1.3

Principal Office

The principal office for transacting business of the Collective shall be at such address in California, as may be fixed from time to time by the Board of Directors.

Section 1.4

Notice

When notice is required to be given to a Governing Member or Patient Member, it may be given either in a regular publication of the Collective or by separate notice, either of which shall be mailed or sent electronically according to the address records of the Collective.

ARTICLE 2

Membership, Dues, and Assessments

Section 2.1

Membership

Membership of the Collective shall consist of Governing Members, who shall be comprised of the member(s) of the Board of Directors, and Patient Members, as those items are defined in this Article.

Section 2.2

Governing Members

All persons on the Board of Directors shall be Governing Members.

Section 2.3

Associate Members

A person who is not a Governing Member under Section 2.2 is eligible to be an Patient Member if the person satisfies all of the following requirements:

- (a) The person is a California resident, with a medical condition for which the person's licensed California Physician shall have recommended medicinal cannabis; and,
- (b) The person has signed a patient membership agreement in the form then used by the Collective;
- (c) The person abides by the Collective's Rules and Regulations.

Section 2.4

Admission to Membership

All persons desiring to become a Patient Member of the Collective shall submit to the Collective a written application signed by the applicant under penalty of perjury. The Patient Member shall agree that his/her physician may be contacted to verify the recommendation. Upon verification, the prospective Patient Member shall be approved and then becomes a member.

Section 2.5 Application Fee and Dues

The Board of Directors may set an application fee to be submitted by the applicant with the application. In the event of rejection, any dues paid shall be returned to the applicant. Membership dues, including section dues, shall be determined by the

Board of Directors, which has complete authority to set various dues by different categories. The Board of Directors shall have the power to remit or waive the dues of any member, or members, entirely or partially, and shall give particular attention to waivers based upon financial hardship. Dues shall accompany the initial application and shall be payable on January 1 of each year thereafter.

Section 2.6

Membership Cards and Certificates

The Executive Committee may provide from time to time for the issuance of membership cards or certificates to Patient Members.

Section 2.7

Termination of Membership

The membership of any Patient Member shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The failure of the member to promptly pay dues.
- (c) The failure of the member to continue to be eligible for membership.
- (d) The determination by the Board of Directors or a committee designated to make such determination that the member has failed in material and serious degree to observe the Rules and Regulations of the Collective.

Section 2.8

Procedure for Expulsion

Following the determination by the Board of Directors that a member should be expelled under Section 2.7 (c) or 2.7 (d), the following procedure shall be implemented:

- (a) Notice shall be hand delivered or sent by mail by prepaid, first-class postage, or certified mail, or by email, to the most recent address/email address of the member as shown on the Collective's and California State Bar's records, setting forth the proposed expulsion and the reasons thereof.
- (b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, in a hearing to be on request. The hearing will be held by a special member Expulsion Committee created by the Board of Directors.
- (c) Following the hearing, the Expulsion Committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision shall be final.
- (d) Any person expelled from the Collective shall not receive a refund of dues or assessments already paid.

ARTICLE 3

Meetings of Members

Section 3.1

Regular Meetings

The Collective shall hold an annual meeting of Governing Members in January of each year on a date set by the President. The Collective shall hold other regular meetings of members at such places and times as shall be determined by the Board of Directors. The Patient Members shall be entitled to vote by referendum, in an advisory capacity only, on such issues facing the Collective as types of medicine, operating methods, rules and regulations.

Section 3.2 Special Meetings

The Collective shall hold special meetings of members upon the call of the President. The President shall call a special meeting when requested by a majority of the Board of

Directors, or when requested in writing by five (5) percent of the Collective's Patient Members.

Section 3.3

Notice of Meetings

Notice of regular or special meetings of the members shall be given in accordance with Section 1.4 of these bylaws no less than thirty (30) days. The notice shall state the time, date, and place of the meeting and the general nature of the business to be transacted.

Section 3.4 Quorum

A supermajority of 66 2/3% of the Directors of the Collective shall constitute a quorum for conducting business at any regular or special Collective meeting.

Section 3.5 Rules of Order

Except as otherwise provided by these Bylaws, regular or special Collective meetings shall be conducted under Roberts "Rules of Order." At all meetings of the Collective, the order of business shall be prescribed by the President.

ARTICLE 4

Board of Directors

Section 4.1

Board of Directors

The Collective shall have a Board of Directors that shall be composed of Governing Members.

Section 4.2

Advisory Directors

There shall be one (1) advisory director who shall be a Patient Member first selected by the Board and then selected annually by the Patient Members, and whose votes shall be advisory and not binding upon the Board.

Section 4.3

Powers and Duties

The Board of Directors shall generally manage the affairs of the Collective subject to, and in accordance with, the Collective's Articles of Incorporation, and these Bylaws, duly promulgated Rules and Regulations of the Collective, and applicable state law. The Board of Directors shall have the power to employ such employees as it may in its discretion deem proper, and perform such other duties as prescribed by these Bylaws or Resolutions of the Collective. The Board of Directors

may delegate to the Executive Committee, the President, or to the employees of the Collective such duties as deemed necessary or advisable for the normal functioning of the Collective.

Section 4.4

Meetings

The Board of Directors shall meet no less than annually as determined by the Board of Directors, and shall keep a record of its proceedings. It shall make its own rules as to time, places, and notices of meetings and its own rules of procedure.

Section 4.5 Quorum

A quorum of the Board of Directors shall consist of a majority of Directors entitled to vote.

Section 4.6 Reports

The Board of Directors shall cause an annual accounting of all Collective books and internal control systems conducted by a qualified independent accountant, bookkeeper or CPA, to be submitted to the Board no later than 150 days following the close of the Collective's fiscal year.

Section 4.7 Attendance

Any member of the Board of Directors may attend by phone or in person.

Section 4.8

Vacancies

Any vacancy among the elected directors may be filled by the Board of Directors, and such director so appointed shall hold office for the unexpired term of the vacated directorship.

Section 4.9

Term Limitations

There shall be no term limitations.

ARTICLE 5

Officers and Executive Director

Section 5.1

Officers

The Collective shall have the following officers: President, President-Elect, Secretary, Treasurer, and Immediate Past President.

Section 5.2

President

The President shall be chairperson of, and preside at all meetings of, the Board of Directors and the Executive Committee. Unless otherwise provided for in these Bylaws, the President shall appoint committee chairpersons. The President shall be an ex-officio member of all committees, with the right to

vote at all committee meetings. The President shall initiate and coordinate the programs of the Collective and shall have such other powers and perform such other duties not inconsistent with the Collective's Articles of Incorporation and these Bylaws. The President shall be the official spokesperson for the Collective and may delegate this authority in specific instances.

Section 5.3

President-Elect

The President-Elect shall be an active aide to the President and shall be thoroughly acquainted with the affairs and personnel of the Collective. Except as otherwise expressly provided in these Bylaws, the President-Elect shall serve on all committees, as a member ex-officio with the right to vote. The President-Elect shall perform the duties of the President during the President's absence or inability to act. The President-Elect shall automatically become the President upon the conclusion of the term of office of the President or upon a vacancy to the office of President. If the President-Elect succeeds to the office of President due to a vacated presidency, the President-Elect shall serve as President for the balance of the vacated term and for the succeeding term.

Section 5.4

Treasurer

The Treasurer shall have charge of all funds of the Collective and shall keep books of account and render reports as requested by the Board of Directors, the Executive Committee, or as required by law. The Executive Committee may designate employees of the Collective to assist the Treasurer. The Treasurer shall assume the duties of President and President-Elect upon their absence. The Treasurer shall be chairperson of the Finance Committee.

Section 5.5

Secretary

The Secretary shall keep full and correct minutes of the meetings of the Collective, the Board of Directors, and the Executive Committee.

Section 5.6

Immediate Past President

The Immediate Past President shall assist the President as needed.

Section 5.7

Vacancies

The Board of Directors shall fill any vacancy in the office of Secretary or Treasurer. If there is a vacancy in the offices of both President and

President-Elect at the same time, the Board of Directors shall appoint an acting President who shall serve until the expiration of the term of the vacated presidency, and the Treasurer shall assume the office of President-Elect until a new President-Elect is elected.

Section 5.8

Executive Director

An Executive Director may be an employee of the Collective hired by the Board of Directors, and shall act pursuant to delegated authority by the officers of the Collective, directly report to the Executive Committee and to the Board of Directors, and be responsible for the day to day management of the Collective's business.

Section 5.9 Bonding

No bond shall be required of the officers or board members.

(a)

Right of Indemnity. To the full extent permitted by law, the Collective shall indemnify its directors, officers, employees and other persons described in Section 7237 of the California Corporations Code, including persons

formerly occupying any

such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any

"proceeding," as that term is used in such Section and including an action by or in the right of the Collective, by

reason of the fact that such person is or was a person described by such Section.

"Expenses," as used in this Section 5.10, shall have the same meaning as in Section 7238(a) of the California Corporations Code.

(b)

Approval of Indemnity. Upon written request to the Board of Directors by any person seeking indemnification under Section 7238(b) or Section 7238(c) of the California Corporations Code, the Board of Directors shall promptly determine in

accordance with Section 7238(e) of the Code whether the applicable standard of conduct set forth in Section 7238(b) or Section 7238(c) has been met, and if so, the Board of

Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of directors who are parties to the proceeding with

respect to which indemnification is sought is such as to prevent the formation of a quorum of directors who are not parties to such proceeding,

the Board of Directors or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7238(b) or Section 7238(c) has been met.

(c)

Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Collective prior to the final disposition of the proceeding upon receipt by the Collective of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Collective therefore.

(d)

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

ARTICLE 6

Election, Appointment and Recall of Officers and Directors

Section 6.1

Election and Term of Offices

The President-Elect, Secretary, and Treasurer shall be elected by the members at the annual election of the Collective. The term of office for each elected or appointed director shall be four (4) years or until the installation of the director's successor. Terms of elected officers and directors shall begin and end in

January of each year. One-third of the elected directors shall be elected each year.

Section 6.2 Time of Election

The Collective shall hold a regular annual election for the election of officers and elected directors of the Collective and this election shall be completed by October 31 of each year on an election date specified by the Board of Directors.

Section 6.3 Action by Nominating Committee

By July 31 of each year, the Nominating Committee established in accordance with Section 7.2 shall report to the Board of Directors, in writing, presenting one or more nominees for each open office and for each open directorship to be filled by election. Collective members shall be notified of the report of the Nominating Committee by a reasonable time in advance of the election.

Section 6.5

Ballots

A ballot containing the names of the nominees for each office, with a blank “write-in” space after each office, and containing the names of all nominees for directorships, together with appropriate “write-in” spaces, shall be mailed to each

member of the Collective entitled to vote not later than fifteen (15) days prior to the election date as specified by the Board of Directors pursuant to Section 6.2. The ballot shall be in such form and shall contain such information as may be prescribed by the Board of Directors.

Section 6.6 Voting

All Governing Members of the Collective shall have the right to vote for nominees named on the ballot, or for any qualified member of the Collective whose name may be written on the ballot.

Each Governing Member shall have one vote for each vacant office. Ballots must be returned to the President-Elect, according to instructions written on or furnished with the ballot, not later than 2:30 p.m., on the election date, at which time the voting shall cease.

Section 6.7 Counting

When the voting has ceased, the votes shall be canvassed and counted by the Board of Directors, and the result shall be reported to the President in writing. Each nominee shall have the right to have one (1) representative of their choosing present at the counting of ballots. In the event of any ballot irregularity, the President-Elect shall have the sole authority to determine whether the ballot shall be counted.

Section 6.8

Votes to Elect

A plurality of votes cast shall be sufficient to elect an officer or director. If two (2) or more candidates for one office shall receive an equal number of votes, a vote shall be taken at the first regular monthly meeting of the Board

of Directors and a majority of those members present and voting shall be sufficient to elect a candidate.

Section 6.9 Action by Appointments Committee

The Appointments Committee established in accordance with Section 7.3 shall report to the Board of Directors, in writing, prior to the last scheduled Board Meeting of the calendar year, presenting its recommendations for appointment to the Board of

Directors sufficient to fill any vacancies in the one (1) directorship to be appointed pursuant to this Section 6.9. All recommendations of the Appointments Committee must be approved by the Board of Directors to become final.

Section 6.10 Recall of Officers or Directors

Any officer or director of this Collective may be recalled by a vote of two-thirds of the Governing Members present at any regular or special Collective meeting, provided that written notice of the proposed action to recall shall be given to the Board of Directors at least thirty (30) days before such meeting.

ARTICLE 7

Committees and Sections

Section 7.1

Executive Committee

There shall be an Executive Committee consisting of the President, President- Elect, Treasurer, Secretary, and Immediate Past President. The Executive Committee, except as limited by Section 7212 of the California Corporations Code or other applicable provisions of the California Nonprofit Corporation Law, shall be empowered to act for and on behalf of the Board of Directors when the latter is not in session; provided,

however, that the Executive Committee shall act in accordance with the policies and procedures established by the Board of Directors. A majority of the Executive Committee shall constitute a quorum for the transaction of business. A majority vote of

Executive Committee members present at a duly held Executive Committee meeting shall be required for any action of the Executive Committee. The actions of the Executive

Committee shall be reported in writing to the Board of Directors.

Section 7.2 Nominating Committee

There shall be a Nominating Committee consisting of the Governing Members of the Collective in good standing

The Nominating Committee shall perform its duties in accordance with Section

6.3.

Governing Members shall be notified of the names of the Nominating Committee members by a reasonable date. The President-Elect shall serve as chairperson of the committee.

Section 7.3 Appointments Committee

There shall be an Appointments Committee consisting the Governing Members in good standing, some or all of whom may, but need not, also be members of the Nominating Committee. The President-Elect will select the members of the Appointments Committee, with input from, among others, Affiliate

Organization representatives, and shall also serve as chairperson of the committee. The Appointments Committee shall perform its duties in accordance with Section 6.9.

Governing Members shall be notified of the names of the Appointments Committee members by a reasonable date.

Section 7.4

Finance Committee

There shall at all times be a Finance Committee consisting of the Treasurer of the Collective and a member of the Board of Directors appointed by the Executive Committee. The Finance Committee's primary function is to assist the Board of Directors in fulfilling its oversight responsibilities regarding the Collective's finances

in accordance with policies and procedures established by the Board of Directors.

Section 7.5 Audit Committee

There shall at all times be an Audit Committee appointed by the Executive Committee consisting of the Board of Directors. A member of the Audit Committee may not be an officer or employee of the Collective and may not be a member of the Finance Committee. The Audit Committee shall be responsible for recommending independent accountants, bookkeepers and/or CPAs for hiring by the Board of Directors and directly working with those auditors engaged to perform the annual audit required by Section 4.6 of these By-Laws. The Audit Committee's

primary function is to assist the Board of Directors in fulfilling its oversight responsibilities in accordance with policies and procedures established by the Board of Directors.

Section 7.6 Standing and Special Committees

Unless otherwise provided, the President shall determine the titles, functions, and membership of all Standing and Special Committees to be formed during the President's term, in consultation with the Executive Committee. Each Committee shall have the power to fix its own time and places of meetings, and to establish its own procedures for the conduct of its business consistent with the Articles of Incorporation and these Bylaws and the directions of the President.

ARTICLE 8

Code of Ethics

Section 8.1 Code of Ethics

The Code of Ethics of the Collective shall consist of the California Attorney General's Guidelines, the law of California, these bylaws and the Collective's Rules and Regulations, all as modified from time to time.

ARTICLE 9

Endowment

Section 9.1 Endowment

The Board of Directors may adopt any convenient means whereby gifts, donations, bequests, or devises from members and others may be received, administered, and disposed of, either through this Collective or any other entity designated by the Board of Directors.

ARTICLE 10

Amendment of Bylaws

Section 10.1 Amendment Procedures

Upon approval and recommendation by the Board of Directors, these Bylaws may be amended (a) at any regular Collective meeting at which a quorum is present by a two-thirds vote of the Governing Members of the Collective present or (b) by ballot vote of two-thirds of the Governing Members of the Collective voting on the change, provided that each Governing Member of the Collective has been given a written notice containing the proposed amendment at least fifteen (15) days prior to the vote.