

BYLAWS
of
YouthBuild Collaborative of Southern California (YBCSC)

a California Corporation

ARTICLE I

NAME, PURPOSES, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

1.1 Name. The name of the organization shall be The **YouthBuild Collaborative of Southern California (YBCSC)**. It shall be a nonprofit organization incorporated under the laws of the State of California.

1.2 Purposes. This corporation is organized exclusively for charitable purposes and the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The primary objectives and purposes of this corporation shall be to strengthen and support the development and resourcing of YouthBuild programs in the furtherance of the YouthBuild movement to benefit underserved communities through:

1. Sponsor a broad-based Collaborative, known as the YouthBuild Collaborative of Southern California that would act consistent with the guidelines of the National YouthBuild Collaborative.
2. Collaborate with YouthBuild USA, Inc. and the YouthBuild Affiliated Network in program development.
3. Advocate for increased resources, programs, public and private involvement, and public recognition of the need for concerted efforts directed toward expanding opportunities for opportunity youth, homeless youth, system-involved youth (child-welfare and justice involved), and youth from low-income communities in Southern California particularly involved in a YouthBuild program.
4. Provide training and technical assistance for nonprofit organizations.
5. Contribute through research, discussion, networks, advocacy, and collaborations to the enhancement of youth programming in California.
6. Assist with fund development opportunities for Member nonprofit organizations that operate a YouthBuild program.
7. Raise and receive funds and donations for the purposes of operating this corporation and for the purposes stated above.

1.3 Location. The principal office of the corporation in California shall be located at the place set forth in the Articles of Incorporation of the corporation. The Directors may change the location of the principal office in California effective upon filing a certificate or annual report with the Secretary of the State of California with prior approval of the Membership. The corporation offices are located at 1108 North Oleander Avenue, Compton, CA 90222.

1.4 Change of Location. The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise which requires prior approval of the Membership. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws with prior approval of the Membership.

Dated: _____

Dated: _____

1.5 Corporate Seal. The Directors may adopt and alter the seal of the corporation with prior approval of the Membership. The seal of the corporation, if any, shall, subject to alteration by the Directors, bear its name, the word "California" and the year of its incorporation.

1.6 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Directors with prior approval of the Membership, begin on July 1st and end on June 30th of each year.

ARTICLE II

MEMBERSHIP

2.1 Members of the Collaborative. Membership is open to organizations that meet all the following criteria:

- Affiliated members of the YouthBuild USA Affiliated Network and that have been approved by the YouthBuild Collaborative of Southern California (YBCSC) who adhere to program standards outlined by YouthBuild USA and by YBCSC.
- Adhere to the Bylaws of YBCSC.
- Pay their fair share of Collaborative expenses, including but not limited to Collaborative dues. Expenses shall be equally divided among all Member YouthBuild Programs of the Collaborative.
- Participate in YBCSC meetings on a regular basis.
- Disclose to the Chair all lobbying activities related to funding for YouthBuild programs, and refrain from any lobbying around the State YouthBuild funding that is not in accordance with the request developed by the YBCSC.
- YouthBuild USA, Inc. will be a National Member which cannot be removed.

2.2 Definition of Membership: There shall be three (3) types of Members: Voting Members, Non-Voting Members, and the National Member. Voting Members of this Collaborative will include organizations located in greater Los Angeles region which meet the following criteria:

1. Be legally eligible to use the YouthBuild name either through affiliation with YouthBuild USA (YBUSA).
2. Be in good standing with YBUSA and current with affiliate dues and reporting requirements.

3. Agree in writing to adhere to the YBCSC Bylaws.
4. Are current with their YBCSC Membership Dues.
5. Participate in the Peer Evaluation Process by agreeing to be evaluated once every two years and serving as part of an evaluation team once per year.
6. Be an active participant in activities/committees as requested by YBCSC.
7. Consistently attend Collaborative meetings; if a Member organization is not represented for two consecutive meetings they will have their voting privileges suspended until either the end of the fiscal year or the until the agency attends two consecutive meetings or as otherwise decided by the Membership and Board of Directors.

Membership is granted to the agency, not to their designated representatives. Therefore, if there is a staff vacancy, the organization does not lose Membership rights. Only Voting Members are eligible for funding the Collaborative may obtain on behalf of its Members.

2.3 Non-Voting Members. Non-Voting Membership is open to individuals and organizations who are working towards establishing a YouthBuild Program and/or who support the goals of YouthBuild. Non-Voting Members shall be included through the submission of a written application form, and any other documentation that may be required.

2.4 National Member. YouthBuild USA, Inc., or its successor in interest will be the National Member. The taking of any of the following actions shall require the prior written approval of the National Member, and any vote taken with respect to such actions which does not receive the prior written approval of the National Member shall have no effect and shall not be valid or binding on the Collaborative. Whenever YBCSC wishes to institute any of the foregoing actions, they shall notify the National Member in writing within thirty (30) days of the vote by authorizing such action, which notice shall contain a description of the proposed action and all business terms associated therewith. The National Member shall then have thirty (30) days from the receipt of such notice to approve or disapprove of such action. The failure of the National Member to respond within thirty (30) days after receipt of such written notice shall constitute a waiver by the National Member to approve such action.

(i) Submission or introduction of the text of the legislation or the text of the budget line item to be submitted or introduced on the state level that has been approved by the Directors of the YBCSC;

(ii) The selection of a fiscal agent to manage and administer any pass-through funds secured by the YBCSC if the fiscal agent is other than the Collaborative; and

(iii)The text of any amendments of or revisions to these By-Laws.

(iv)The election of officers as set forth in section 4.7.

2.5 Membership Application. Applications for Voting and Non-Voting Membership shall be made through submission to the YBCSC an application form and other documentation required.

2.6 Voting Member Representation. Each Voting Member organization shall designate one or two representatives (who hold only one (1) collective vote), to have the authority to vote on behalf of the Member organization, through a letter submitted annually to the Chair of the YBCSC. A Member organization may designate two representatives per YouthBuild Program it operates, with a maximum of two (2) programs per Member organization represented. The Member organization may not appoint as their representative an individual currently serving on the Board of Directors of YBCSC. These designates shall hereby be referred to as the Voting Representative, and shall have all the powers, rights and responsibilities herein designated to the Voting Members.

2.7 Proxies. The Voting Member organization may change the designated representatives at any time by submitting a Letter from the Executive Director of the Member organization to the Chair of the YBCSC, designating the change.

2.8 Tenure. Each Member organization shall be a Member of YBCSC until such Member resigns, is removed, or becomes disqualified for failure to meet the criteria as outlined in Article II, section 2.2.

Voting Membership shall be for a period of one year, from July 1 through June 30, renewable annually. The intent of the annual renewal of Voting Membership is to accomplish the following:

1. To re-certify the Member organization's willingness and ability to conform to the criteria required for Voting Membership;
2. To confirm the Member organization's designation of a representative for the coming year; and
3. To document the viability of all YouthBuild Programs operated by Member organizations and included within the YBCSC.

2.9 Powers and Rights. The Members shall have powers and rights as are vested in them by law or these By-laws.

2.10 Suspension, Removal, and Reinstatement. A Member agency may be suspended or removed with cause by vote of the majority of the quorum of Voting Members present. Cause shall include violation of federal, state or local criminal statutes; inability or unwillingness to adhere to Membership criteria as outlined in these Bylaws; or other causes that may be identified by the Membership. The National Member may not be removed or suspended, but individual representatives may be removed by vote of the majority of a quorum of Voting Members present. If a Member is to be suspended or removed, the Chair must notify the Member agency in writing outlining the reasons for said suspension or removal and/or any waiting period determined before an agency can re-apply for Membership. If at any time the majority of a quorum agrees, a Member's suspension may be ended and the organization may be reinstated to full voting status.

2.11 Resignation. A Member may resign by delivering an official resignation in writing to the Chair, Treasurer, or Secretary of the corporation, to a meeting of the Members or Directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and acceptance thereof shall not be necessary

to make it effective unless it so states. Resignation shall not relieve a Member of unpaid dues, or other charges previously accrued.

ARTICLE III

MEETINGS

3.1 Regular Meetings. Regular meetings shall be held bimonthly, for a total of six (6) times a year. These meetings may be held at such places within the United States and at such times as the Board of Directors may determine. All Membership Meetings will coincide with official Directors' Meetings in date, time, and place. Regular meetings of the Members may be held at such places within the United States and at such times as the Members may determine. If an election of Officers is needed/required, it shall be held during the the last meeting of the fiscal year.

3.2 A Leadership of Meetings. Meetings of the Members shall be presided over by the Chair or in the Chair's absence, by a Vice-Chair. The Vice-Chair Secretary shall act as Secretary of the meeting if present. In the absence of the Vice-Chair Secretary, the Chairperson of the meeting shall designate a person to act as Secretary thereof.

3.3 Annual Meetings. The annual meeting of the Members shall be held within sixty (60) days of each fiscal year end of the corporation, on a date and at the time designated by the Directors at least sixty (60) days in advance of such meeting. The annual meeting may be held at such other place within the United States as the Chair, Members or Directors shall determine. Notice of any change of the date fixed for the annual meeting shall be given to all Directors and the Membership at least seven (7) days before the new date fixed for such meeting. Each annual meeting shall be held for the purpose of reporting on the activities of the last fiscal year, closing out finances, approving the annual budget, planning the calendar and agenda for the upcoming year, and for such other purposes as may properly be brought before the meeting under law, the Articles of Incorporation, or these Bylaws.

If an annual meeting is not held as herein provided, a special meeting of the Board of Directors and the Membership may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these Bylaws to the annual meeting of the Members, except in this Section 3.3, shall be deemed to refer to such special meeting.

If, after having been designated by the Board of Directors and after notice thereof shall have been given to the Membership, the time, date, or place of any meeting for the election of Directors shall be changed, written notice of the change shall, in the manner provided in Section 3.5, be given to each Member entitled to vote at the meeting.

3.4 Special Meetings. Special meetings of the Board of Directors and Membership may be held at any time and at any place within the United States. Special meetings of the Board of Directors and the Membership may be called by the Chair, by the Directors or at the request of Membership. A quorum of the Membership is required for any special meeting. The Members

requesting the special meeting, and the notice of such special meeting, shall each specify the purpose thereof.

Method: Meetings may be held in person or by teleconference.

Notice: For actions taken at any meeting to be valid, all members must have been notified at least 1 week in advance.

Quorum: A quorum shall consist of simple majority of the voting members. No business shall be acted upon without a quorum. Votes will be recorded by the Vice-Chair Secretary or other designee.

Conduct of Meetings: Meetings shall be presided over by the Chairperson or someone designated by the Chairperson. In his or her absence, it shall be presided over by a Vice-Chairperson at the discretion of the Chairperson.

Action by Unanimous Consent without Meeting: Any action may be taken without a meeting if all voting members consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Collaborative. All such consents shall be filed with the minutes of the proceedings of the Collaborative.

3.5 Notice of Meetings. Except as otherwise provided by law, a written notice of every meeting of Membership, stating the place, date, and hour thereof and the purpose for which the meeting is to be held, shall be given by the Vice-Chair Secretary, or by the person calling the meeting, at least seven (7) days before the meeting to each Board Member and Membership, by telephone, telecopy or electronic mail or other equivalent electronic media. Any notice given hereunder shall state the place, date, and hour of the meeting.

3.6 Quorum. At any meeting of the Directors and Membership, a simple majority of Directors and Members in Good Standing shall constitute a quorum for the transaction of business. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.7 Voting by Action; Electronic Voting. Each agency eligible to vote shall be entitled to one (1) vote on each matter submitted to a vote of the Membership. Electronic voting may be used in connection with both meetings of the Board and the solicitation of written consent.

3.8 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing, either print or electronic, and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

3.9 Telephonic Meetings. The Board of Directors shall permit any or all Members entitled to vote to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear each

other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE IV

BOARD MEMBERS AND OFFICERS

4.1 Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Directors (BOD) which shall have and may exercise all the powers of the corporation, except those powers reserved to the Members by law, the Articles of Incorporation, or these Bylaws. The Membership shall host elections for Officers of the Board, which shall be a Chair, Vice-Chair Treasurer, and Vice-Chair Secretary, and such other Officers, if any, as the Board may determine, who shall have such duties, powers, and functions as hereinafter provided or as the Directors shall determine. Officers of the Board shall have all powers, rights, and obligations conferred by law upon a Board of Directors of a corporation organized under the state of California. Unless otherwise provided, referenced in these Bylaws to authority or powers of Directors shall be construed to mean authority or powers of the Board of Directors and meetings of Directors shall be construed to mean meetings of the Board of Directors.

A California nonprofit corporation must have at least three Officers: a president (or Chairperson of the Board, Secretary, and Treasurer (as the Chief Financial Officer). The Vice-Chair Secretary shall be a resident of California unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may not hold more than one office at the same time. If required by the Board, any Officer shall give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

4.2 Duties. The Board shall manage the affairs of the YBCSC in the interim between general meetings. The Board shall be accountable to the Membership, shall seek the views of those affected by any proposed policies or reactions before adopting any recommendation on behalf of the YBCSC, and shall strictly comply with these bylaws.

4.3 Chair. The Chair shall be the Chief Executive Officer of the Collaborative and, subject to the direction of the Directors and Membership, shall have general charge and supervision of the affairs of the Collaborative, shall see that orders and resolutions of the Directors are carried into effect, shall be responsible with keeping the organization tasked in line with these Bylaws, and shall make all decisions and perform all acts necessary to the conduct of the Collaborative between meetings of the Directors and Membership. The Chairperson shall be authorized to speak on behalf of the Collaborative, but not to make unilateral decisions that contradict or go significantly beyond the decisions reached by the body. The Chair shall preside at all meetings of the Members and of the Board of Directors is present, at all meetings of the Directors, except as the Members or Directors otherwise determine.

4.4 Vice-Chair Treasurer. The Vice-Chair Treasurer, shall have such duties and powers as the Directors and Members shall determine. A Vice Chair, if there are more than one, shall have and may exercise all the powers and duties of the Chair during the absence of the Chair or in the event of the Chair's inability to act. The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the Collaborative. The Treasurer, subject to the direction of the Directors, shall be in charge of general financial affairs, funds, securities, and valuable papers of the Collaborative and shall keep full and accurate records thereof, shall be in charge of the Collaborative's books of account and accounting records, of the Collaborative accounting procedures, and of submitting a financial report to the Collaborative at the annual meeting. The Treasurer shall also have such other duties and powers as designated by the Board of Directors or the Membership.

4.5 Vice-Chair Secretary. The Vice-Chair Secretary shall record and maintain records of all proceedings of the Members and BOD in a book or series of books kept for that purpose, which book or books shall be available at all reasonable times to the inspection of any Member or Director for any proper purposes. Said books need not be kept in the same office. Such book or books shall also contain

- (i) records of all meetings of the incorporators,
- (ii) copies of the Articles of Incorporation and Bylaws, and
- (iii) the names and addresses of all Members and Directors.

If the Vice-Chair Secretary is absent from any meeting of Members or Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

4.6 Other Officers. The Board of Directors, with prior approval of Membership, may request other Officers to be elected, in addition to those named hereinabove, including, without limitation, one or more Assistant Vice Presidents, Assistant Treasurers, or Assistant Secretaries. Such Officers shall have such duties and powers as shall be designed from time to time by the Board of Directors or the Chair and they shall be responsible to and shall report to the Board, Membership, or whomever they delegate. In addition, unless otherwise determined by the Board of Directors or the Membership, all Assistant Vice Presidents, Assistant Treasurers, and Assistant Secretaries shall have the duties and powers hereinabove set forth and granted to the Vice President, Treasurer, and Secretary, respectively.

4.7 Number and Election. The Board of Directors shall consist of no less than 3 Directors and no more than 5 Directors. There shall be one (1) Chair, (1) Vice-Chair Treasurer and (1) Vice-Chair Secretary elected by the Collaborative Membership with no more than one (1) Board Member from a Member agency. The Chair, Vice-Chair Treasurer, and Vice-Chair Secretary shall be elected by the Collaborative Membership at the annual meeting of the Membership. If additional Directors are to be elected, they will be elected by the Collaborative Membership. Voting Members shall elect Officers of the Collaborative - one Chair, and two Vice-Chairs that shall

serve as Secretary, and one as Treasurer. Members shall participate in selection of all Officers by nominating and then voting for the nominees. Officers' terms are two years from July 1st to June 30th. Elections will be held in May of each year at the Annual Meeting to ensure seamless representation. Each Officer may serve no more than 2 terms in any one position.

4.8 Tenure. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, and subject to a Director's earlier death, resignation, removal, or disqualification, a Director shall hold office for a two (2) year term and for no more than two (2) terms in the same position. An Officer of the Collaborative shall hold office until the first or second meeting of the Directors following the annual meeting of the Collaborative, as the Membership determine, and until such Officer's successor is chosen and qualified, unless a shorter period shall have been specified by the terms of such Officer's election or appointment, or in each case until such Officer sooner dies, resigns, is removed, or becomes disqualified.

4.9 Removal. Except as otherwise provided by law, by the Articles of Incorporation, or these Bylaws, a Director and Officer may be removed only by a vote of the Collaborative Membership. Directors and Officers may be removed (i) with cause by vote of a majority of the Collaborative Members. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

4.10 Resignation. A Director and/or Officer may resign by delivering his or her written resignation to the Chair, Vice-Chair Treasurer, or Vice-Chair Secretary, to a meeting of the Voting Membership, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.11 Vacancies. Any vacancy of Director shall be filled by the Membership. Each successor shall hold office for the unexpired term or until such successor sooner dies, resigns, is removed, or becomes disqualified. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.12 Action by Vote. Except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, the Board of Directors shall not approve any action without prior approval from the Membership of the Collaborative. Each Voting Member agency in good standing may cast one vote via electronic voting. Electronic voting may be used in connection with both meetings of the Board and the solicitation of written consents.

4.13 Committees. Additional committees may be established by a majority vote of Members, and their duties determined as they are established. These shall be entered in the minutes. Between meetings the Chairperson shall have the authority to constitute ad hoc committees for immediate purposes.

Standing Committees include: Technical Assistance, Data Management, Advocacy, and Youth Leadership Development. All Voting Members of the YBCSC are required to serve in a

significant role on at least one committee. It is recommended if multiple staff represent a Member agency, that each staff participate in a committee.

Minutes and Distribution Thereof: Each committee shall keep minutes, which shall be distributed to the Officers in addition to the participants of the committee. The Board of Directors in its discretion, by resolution passed by a majority of Member agencies, may designate an executive and other committees, each committee to consist of one (1) or more Directors and which committee(s) shall have and may exercise such powers, to the extent permitted by law, the Articles of Incorporation, and these Bylaws, and to the extent possessed by the Board of Directors itself, as shall be conferred or authorized by the resolution(s) designating such committee. The Membership shall have the power at any time to discharge, change the Membership or authority of, or fill vacancies in, any such committee. Written minutes of all proceedings of any such committee shall be kept and made available upon request to each Director.

4.14 Adjournments. Any meeting of Directors may be adjourned to any other time and place as a majority of those Directors present at such meeting and voting shall determine. No notice of any adjourned meeting shall be required if (a) the time and place thereof are announced at the meeting at which the adjournment is taken, and (b) the adjournment is for fewer than thirty (30) days.

4.15 Compensation or Incentives. Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties only when approved in advance by the Collaborative Membership. Any payments to Directors shall be approved in advance by the Collaborative Membership in accordance with this corporation's Conflict of Interest Policy, as set forth in Article 9 of these bylaws.

ARTICLE V

EXECUTION OF PAPERS

Except as provided by law or in the Articles of Incorporation or as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts, and other documents or instruments to be executed on behalf of the corporation may be signed by the Chair, or by any Vice Chair.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its Officers, of whom one is the Chair or a Vice Chair and the other of whom is the Treasurer or an Assistant Treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Incorporation, these Bylaws, or resolutions or votes of the corporation.

ARTICLE VI

PERSONAL LIABILITY

It is intended that the incorporators, Members, Directors, and Officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation and that all persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation. Nothing contained in these Bylaws shall amend, alter, or impair any provision contained in the Articles of Incorporation relating to limitations of liability of Directors or Officers of the corporation to the corporation or to its Members.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

To the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not adversely affected thereby, the corporation shall, to the extent provided below, indemnify each of its incorporators, Directors, Officers (as hereinafter defined) and Designated Persons (as hereinafter defined) and such person's heirs and legal representatives against all liabilities, costs and expenses reasonably incurred by, or imposed upon, him or her in connection with, arising out of, or as a result of any claim, action, suit or other proceeding (whether brought by or in the right of the corporation or any other organization (as hereinafter defined) or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he or she may be or become involved or with which he or she may be threatened, as a party, witness or otherwise, by reason of his or her being or having been such an incorporator, Director, Officer or Designated Person or by reason of any alleged act taken or omission made by him or her in any such capacity, whether or not he or she shall be such incorporator, Director, Officer or Designated Person at the time any such liability, cost or expense is incurred by, or imposed upon, him or her, provided such person shall not be entitled to indemnification to the extent prohibited by applicable law in effect from time to time.

For purposes of this Article VIII, an "Officer" shall be any person who shall be or at any time shall have been Chair, Vice-Chair Treasurer, Vice-Chair Secretary, and an "organization" shall be any other corporation or any trust, association, partnership, venture, firm or plan. For purposes of these Bylaws, a "Designated Person" shall be any person whom the Directors by their vote shall designate who (i) shall be, or at any time shall have been, any other Officer, an employee or an agent of the corporation, or (ii) at the request of the corporation shall serve, or at any time shall have served, as an incorporator, Officer, employee, agent, trustee, director or Member of any other organization, or (iii) shall serve, or at any time shall have served, at the corporation's request in any capacity with respect to any employee benefit plan.

Pursuant to the foregoing:

(i) Except as set forth in clause (ii) below, any such incorporator, Director, Officer or Designated Person shall be entitled to such indemnification as is hereinabove provided as of right unless such incorporator, Director, Officer or Designated Person has acted in bad faith;

(ii) No such incorporator, Director, Officer or Designated Person shall be entitled to indemnification as of right in connection with any claim, action, suit or other proceeding which shall have been compromised or settled, by consent decree or otherwise, unless such compromise or settlement shall first have been approved by a vote of (A) the Board of Directors, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or other proceeding; or (B) the Members of the corporation entitled to vote;

(iii) The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty of nolo contendere or its equivalent, shall not create a presumption that such incorporator, Director, Officer or Designated Person did not meet the standards of conduct hereinabove set forth as entitling him or her to indemnification;

(iv) The extent of the rights of indemnification as set forth above shall include, without limitation, all liabilities, costs and expenses of defending, compromising or settling any such claim, action, suit or other proceeding, and the satisfaction of any judgment or decree entered or rendered therein, including the payment of fines or penalties imposed in criminal actions or proceedings; and

(v) Expenses reasonably incurred with respect to any such claim, action, suit or proceeding shall be advanced by the corporation prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount if he or she shall ultimately be adjudicated to be not entitled to indemnification hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

Each person who shall at any time serve as such Director, Officer, or Designated Person shall be deemed so to serve in reliance upon the provisions hereinabove set forth, which provisions shall not be exclusive of any other rights of indemnification to which such person may be entitled pursuant to contract or to valid and applicable law, shall be separable and enforced to the extent permitted by valid and applicable law, and shall inure to the benefit of the legal representatives of such person.

In respect of any period during which the corporation is a wholly-owned subsidiary of a corporation, the Articles of Incorporation or Bylaws of which, as amended, makes provision for the indemnification of a Director, Officer, or Designated Person of this corporation, indemnification shall be made to the fullest extent, in the manner and on the terms provided for, and available to each Director, Officer, or Designated Person of this corporation to whom such provision applies, in lieu of the foregoing provisions of this Article VIII.

The corporation shall have power to purchase and maintain insurance on behalf of any person who shall be, or who shall at any time have been, a Director, Officer, employee, or other agent of the corporation, or who, at the request of the corporation shall serve, or who shall at any time have served, as an incorporator, Director, trustee, Officer, employee, agent, or Member of any other organization, or in capacity with respect to any employee benefit plan, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

ARTICLE VIII

ARTICLES OF INCORPORATION

These Bylaws shall be subject to the Articles of Incorporation of the corporation. All references in these Bylaws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of the corporation as from time to time amended or restated.

ARTICLE IX

CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Director, Member or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

(a) Interested Person. Any Director, Officer, Member, participant on a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person. (b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or

arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the Board or Membership decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Membership considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or Membership meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board and Membership shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the Membership or at a committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, Membership shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Membership shall determine by a majority vote of the disinterested Members whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy. If the Board or Membership has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, they shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Membership determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. ANNUAL STATEMENTS

Each Director, Officer, and Member shall annually sign a statement which affirms such person:

(a) has received a copy of the Conflicts of Interest Policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE X

AMENDMENTS

These Bylaws may be amended or repealed only upon the affirmative vote of the Board of Directors, provided that any such amendment shall be subject to the prior written approval of the Membership.

ARTICLE XI

PROVISIONS OF LAW

These Bylaws shall be subject to such provisions of the statutory and common law of California as may be applicable to corporations organized under the General Not for Profit Corporation Act of 1986 of the State of California. References herein to provisions of law shall be deemed to be references to the aforesaid provisions of law. All references in these Bylaws to such provisions of law shall be construed to refer to such provisions as from time to time amended.

ARTICLE XII

MISCELLANEOUS

12.1 Transaction with Corporation. No contract or transaction between the corporation and one or more of its Directors, Officers, or Members, or between the corporation and any other corporation, partnership, association, trust, or other organization in which one or more of its Directors, Officers, or Members are Directors, Officers, stockholders, trustees, or Members, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director, Officer, or Member is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or her votes are counted for such purposes, if:

- a. The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or

transaction by the affirmative vote of a majority of a disinterested Directors, even though the disinterested Directors be less than a quorum; or

- b. The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon or the contract or transaction is specifically approved in good faith by vote of the Members; or
- c. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof or the Members.

12.2 Ratification. Any transaction questioned on the ground of lack of authority, defective or irregular execution, adverse interest of a Director, Officer, or Member, non-disclosure, mis-computation, or the application of improper principles or practices of accounting, or on any other grounds, may be ratified before or after judgment by the Board of Directors or by the Members entitled to vote; and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and such ratification shall be binding upon the corporation and shall constitute a bar to any claim or execution of any judgment in respect of such questioned transaction.

12.3 Reliance on Records. In performing his or her duties, a Director, Officer, or incorporator of the corporation shall be entitled to rely on information, opinions, reports, or records, including financial statements, books of account, and other financial records, in each case presented by or prepared by or under the supervision of (1) one or more Officers or employees of the corporation whom the Director, Officer or incorporator reasonably believes to be reliable and competent in the matters presented, (2) counsel, public accountants, or other persons as to matters which the Director, Officer, or incorporator reasonably believes to be within such person's professional or expert competence, or (3) in the case of a Director, a duly constituted committee of the Board of Directors upon which he or she has not served, as to matters within its delegated authority, which committee the Director reasonably believes to merit confidence, but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The fact that a Director, Officer, or incorporator so performed his or her duties shall be a complete defense to any claim asserted against him or her under any provision of law or otherwise, except as expressly by statute, by reason of his or her being or having been a Director, Officer, or incorporator of the corporation.

12.4 Corporate Records. The original or attested copies of the Articles of Incorporation, these Bylaws and records of all meetings maintained by the Secretary of the corporation, or Board Secretary, shall be kept in California at the principal office of the corporation or at the office of the resident agent of the corporation. Such copies and records need not all be kept in the same office.