

**SECRETARY'S CERTIFICATE OF ADOPTION  
AMENDED AND RESTATED BYLAWS  
OF  
HOUSING OPPORTUNITIES MADE EASIER  
A California Nonprofit Public Benefit Corporation**

The undersigned, do hereby certify;

That I am the duly elected Secretary of Housing Opportunities Made Easier, a California nonprofit public benefit corporation (the "*Corporation*").

That the foregoing Amended and Restated Bylaws (consisting of TWELVE (12) PAGES) constitutes the entire Bylaws of said Corporation as previously approved by the Board of Directors on; reflecting amendments and corrections previously approved by the Board of Directors on March 9, 2011, February 17, 2015, May 19, 2015 and February 16, 2016. These Amended and Restated Bylaws were duly adopted by the Board of Directors of said Corporation at a meeting of the Board of Directors on July 12, 2024.

IN WITNESS WHEREOF, I have hereunto subscribed my name effective as of the 12th day of July, 2024.

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James Mason, Secretary

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**AMENDED AND RESTATED BYLAWS OF  
HOUSING OPPORTUNITIES MADE EASIER  
A California Nonprofit Public Benefit Corporation**

**ARTICLE I - NAME**

The name of this Corporation shall be HOUSING OPPORTUNITIES MADE EASIER, a California Nonprofit Public Benefit Corporation.

**ARTICLE II - OFFICES**

**II. Section 1. Principal Office**

The mailing address for the transaction of business of the Corporation (“principal executive office”) is PO Box 1191, Camarillo CA 93011, County of Ventura, State of California, with a physical office located at the principal residence of the Executive Director (currently 1191 Seybolt Avenue, Camarillo CA 93010). The Directors may change the physical or mailing office from one location to another. Any change of location shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

**II. Section 2. Other Offices**

The Board of Directors, at any time, may establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

**ARTICLE III – OBJECTIVES AND PURPOSES**

The objectives and purposes of this Corporation are to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Public Benefit Corporation Law. More specifically, the purpose of the Corporation is to promote a diversity of housing opportunities which are essential for a healthy and sustainable quality of life in the County of Ventura, State of California.

**ARTICLE IV – DEDICATION OF ASSETS**

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

**ARTICLE V - MEMBERSHIP**

This Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation’s Board of Directors may, in its discretion, admit individuals to one or more classes of non-voting members, and the class or classes shall have such rights and obligations as the Board finds appropriate.

**ARTICLE VI – ELECTION OF DIRECTORS**

**VI. Section 1. Nominations and Solicitations for Votes**

- a. **Nominating Committee.** The Chairman of the Board, at least sixty (60) days before the date of any election of Directors, shall appoint a committee to select qualified candidates for election to the Board of Directors. The nominating committee shall make its report at least thirty (30) days before the date of the election, and the

Secretary shall forward to each member of the Board a list of candidates nominated.

- b. **Nominations by Directors.** Any Director may nominate candidates for directorship at any time before the thirtieth (30<sup>th</sup>) day preceding any such election. The Secretary shall cause the names of the candidates named on the petitions to be placed on the ballot along with those candidates named by the nominating committee.
- c. **Solicitation of Votes.** If more people are nominated for the Board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all Directors a reasonable opportunity to choose among the nominees. If, after the close of nominations, the number of people nominated for the Board is not more than the number of Directors to be elected, the Corporation may without further action declare that those nominated and qualified to be elected have been elected.

#### **VI. Section 2. Vote Required to Elect Director**

The candidates receiving the highest number of votes shall be elected as Directors.

### **ARTICLE VII - DIRECTORS**

#### **VII. Section 1. Powers**

- a. **General Corporate Powers.** Subject to the provisions of the California Nonprofit Corporation Law, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- b. **Specific Powers.** Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:
  - i. Select and remove all officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws and fix their compensation.
  - ii. Change the physical or mailing executive or principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any Directors' meeting including annual meetings.
  - iii. Adopt, make and use a corporate seal, logo or other identification or branding image or words.
  - iv. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

#### **VII. Section 2. Number and Qualifications of Directors**

The authorized number of Directors of the Corporation shall be not less than five (5) nor more than fifteen (15), as shall be fixed from time to time by the Board of Directors. Directors need not be residents of the State of California.

#### **VII. Section 3. Election and Term of Office of Directors**

Directors shall be elected at each annual meeting of the Directors, to hold office until the next annual meeting; however, if any annual meeting is not held or if the Directors are not elected at any annual meeting, they may be elected at any Director' meeting held for that purpose. Each director shall hold office until expiration of the term for which elected, or vacancy under Article VII, Section 4 and until a successor has been elected and qualified.

#### **VII. Section 4. Vacancies**

- a. **Events Causing Vacancy.** A vacancy in the Board of Directors shall be deemed to exist on the occurrence of any of the following;
- i. The death, resignation or removal of any Director;
  - ii. The declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found, by final order or judgment of any court, to have breached a duty under Corporations Code Section 5230 and following of the California Nonprofit Corporation Law;
  - iii. The vote of a majority of the Directors to remove a Director;
  - iv. The increase of the authorized number of Directors; or
  - v. The failure of the Directors, at any meeting of Directors at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting.
- b. **Resignations.** Except as provided in this paragraph, any Director may resign, whose resignation shall be effective upon his or her giving written notice to the Chairman/President of the Board, the Secretary of the Board, or the Executive Director unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is to become effective at a future time, the Board of Directors may elect a successor, who shall take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without a duly elected Director or Director in charge of its affairs.
- c. **Vacancies Filled by Directors.** The Directors may elect a Director or Directors at any time to fill any vacancy or vacancies.
- d. **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.
- e. **Restriction on Interested Directors.** Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director for services as a director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

#### **VII. Section 5. Place of Meetings and Virtual Meetings**

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by agreement of the Board. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board of Directors may be held at any place consented to by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Subject to the California Nonprofit Corporation Law, and those guidelines and procedures as the Board of Directors may adopt, Directors not physically present in person may, by video screen, telephone speaker or other electronic communication method participate in a meeting, be deemed present in person, and vote. A meeting may be conducted, in whole or in part, by video screen, telephone speaker or other electronic communication

method, provided that (1) the Board implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any Director votes or takes other action at the meeting by means of video screen, telephone speaker or other electronic communication method, a record of that vote or action is maintained by Corporation.

### **VII. Section 6. Annual Meeting**

The Board of Directors shall hold a regular annual meeting each year at a time and location designated by the Board of Directors for the purpose of organization, election of officers and the transaction of other business. Notice of this meeting shall be consistent with notice provided for all regular meetings of the Board of Directors. The annual meeting may be, but is not required to be, held during a regularly scheduled meeting of the Board of Directors.

### **VII. Section 7. Other Regular Meetings**

Other regular meetings of the Board of Directors shall be held from time to time as agreed upon by the Board of Directors.

- a. **Authority to Call.** Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman/President, Vice President, Secretary or any two (2) Directors of the Board.
- b. **Notice.**
  - i. **Manner of Giving.** Notice of the times and places of special meetings shall be given to each Director and Corporation with four days' notice by first-class mail, or a notice delivered personally, or by telephone including a voice messaging system, or by electronic transmission. All such notices shall be given or sent to the Director's address, email address or telephone number as shown on the records of the Corporation.
  - ii. **Electronic Notice to Corporation.** For the purposes of these Bylaws the phrase "electronic transmission to Corporation" means a communication,
    1. delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which has been provided by Corporation for such communications, (2) posting on an electronic message board or network which Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication,
    2. as to which Corporation has placed in effect reasonable measures to verify that the sender is the Director purporting to send the transmission, and
    3. that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.
  - iii. **Electronic Notice by Corporation.** For the purposes of these Bylaws the phrase "electronic transmission by Corporation" means a communication,
    1. delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with Corporation, (2) posting on an electronic message board or network which Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or

- (3) other means of electronic communication,
2. to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the California Nonprofit Corporation Law, and
3. that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. An electronic transmission by Corporation to a Director under the California Nonprofit Corporation Law is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to ' consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Sec.7001 (c)(1)).
4. Notice Contents. The notice shall state the time, place, and the purpose of the meeting.

#### **VII. Section 8. Quorum**

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10 of this ARTICLE VII. 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 shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (2) appointment of committees, and (3) indemnification of Directors. A meeting at which a quorum is initially present may continue transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### **VII. Section 9. Waiver of Notice**

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

#### **VII. Section 10. Adjournment**

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

#### **VII. Section 11. Notice of Adjournment**

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (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 the adjournment.

#### **VII. Section 12. Action Without Meeting**

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



**VII. Section 13. Fees and Compensation of Directors**

Directors and members of committees may receive compensation for their services, and reimbursement of expenses, as determined by resolution of the Board of Directors and as determined to be just and reasonable.

**VII. Section 14. Director Agreement and Conflict of Interest**

On an annual basis, or within ninety (90) days of election, Directors shall sign a statement acknowledging they understand Director and Officer responsibilities, mission of the organization, and agree to the Conflict-of-Interest policy. Directors shall disclose any current or foreseen conflicts of interest in line with the Policy.

**ARTICLE VIII - COMMITTEES**

**VIII. Section 1. Committees of Directors**

The Board of Directors, by resolution adopted by a majority of the Directors then in office may designate one (1) or more committees, each consisting of a minimum of two (2) or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- a. Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- b. Fix compensation of the Directors for serving on the Board or on any committee;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- e. Appoint other committees of the Board of Directors or the member of these committees;
- f. Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- g. Approve any transaction (1) to which the Corporation is a party and in which one (1) or more of its Directors have a material financial interest; or (2) between the Corporation and one (1) or more of its Directors; or (3) between the Corporation or any person, in which one (1) or more of its Directors have a material financial interest.

**VIII. Section 2. Meetings and Actions of Committees**

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of ARTICLE VIII of these Bylaws concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

**ARTICLE IX - OFFICERS**

**IX. Section I. Officers**

The officers of the Corporation shall be the Chairman of the Board/President, a Vice-Chairman/Vice-President, a

Secretary, a Treasurer/Chief Financial Officer, and the Executive Director or Chief Executive Officer (CEO). The Corporation, at the discretion of the Board of Directors, may also have one (1) or more Vice Presidents, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, and such other officers as maybe appointed in accordance with the provisions of Section 2 of this ARTICLE IX.

**IX. Section 2. Election of Officers**

The officers of the Corporation shall be chosen by the Board of Directors, and each serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

**IX. Section 3. Removal of Officers**

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors at any regular or special meeting of the Board or, except in the case of an officer chosen by the Board of Directors, by an officer upon whom such power of removal may be confirmed by the Board of Directors.

**IX. Section 4. Resignation of Officers**

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

**IX. Section 5. Vacancies In Offices**

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

**IX. Section 6. Responsibilities of Officers**

- a. **Chairman/President of the Board:** The Chairman of the Board shall preside at meetings of the Board of Directors and shall exercise and perform such other powers and duties as from time to time may be assigned to him by the Board of Directors or prescribed by the Bylaws. If there is no Executive Director or CEO, the Chairman of the Board shall be, in addition, the chief executive officer of the Corporation and have the powers and duties prescribed in subsection b below.
- b. **Executive Director or CEO:** Subject to such supervisory powers as may be given by the Board of Directors to the Chairman of the Board, if any, the Executive Director or CEO, subject to the control of the Board of Directors, shall generally supervise, direct and control the business and the officers of the Corporation. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.
- c. **Vice Chair/Vice-President.** In the absence or disability of the Chair/President, the Vice President, shall perform all duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. In the absence of the Chairman of the Board or if there be none, the Vice President shall preside at all meetings of the Board of Directors. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or by the Chairman of the Board.
- d. **Secretary.** The secretary shall attend to the following:
  - i. **Book of Minutes.** The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Directors, committees of Directors and members, with the times and places of holding, whether regular or special and, if special, how authorized; the notice thereof given, the names of those present at such meetings,

the number of members present or represented at members' meetings and the proceedings of such meetings.

- ii. Membership Records. The Secretary shall keep, or cause to be kept, at the principal office a record of the Corporation's members, showing the names of the members and their physical and electronic addresses.
  - iii. Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. The Secretary shall keep digital records and the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.
- e. **Treasurer or Chief Financial Officer (CFO)**. The Treasurer/CFO shall attend to the following or oversee the completion of, if responsibilities are assigned by the Board of Directors to another individual such as the Executive Director/CEO:
- i. Books of Account. The Treasurer/CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of the assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
  - ii. Financial Statements. The Treasurer/CFO shall convey financial statements to the board no greater than on a quarterly (every 3 month) basis. Financial statements shall be made available to the public on an annual basis. The Treasurer/CFO shall contract for a third-party independent audit of financial statements and accounting practices at no greater frequency than every five years.
  - iii. Deposit and Disbursement of Money and Valuables. The Treasurer/CFO shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all transactions and the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.
  - iv. Bond. If required by the Board of Directors, the Treasurer/CFO shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money and other property of every kind in possession or under control in the event of death, resignation, retirement or removal from office.
  - v. Cash Reserve. The Treasurer/CFO shall abide by the Cash Reserve policy approved by the Board of Directors. On an annual basis the Treasurer/CFO shall review the Cash Reserve policy and recommend any Policy changes to the Board of Directors.

## ARTICLE X – INDEMNIFICATION

### **X. Section 1. Definitions**

- a. **“Agent”** means any person who is or was a Director, officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;
- b. **“Proceeding”** means any threatened, pending or completed action or proceeding, whether civil, criminal,

administrative or investigative; and

- c. **“Expenses”** includes, without limitation, all attorney fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney fees, costs and other expenses incurred in establishing a right to indemnification under this ARTICLE X.

#### **X. Section 2. Successful Defense by Agent**

To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by him or her in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 of this Article shall determine whether or not the agent is entitled to indemnification.

#### **X. Section 3. Actions Brought by Persons Other Than the Corporation**

Subject to the findings required to be made pursuant to Section 4, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by or on behalf of this Corporation, or by an Officer, Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5223, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

- a. **Claims Settled Out of Court.** If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification, either for amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- b. **Claims and Suits Awarded Against Agent.** This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following conditions are met:
  - i. The determination of good-faith conduct required by Section 4, below, must be made in the manner provided in that Section; and
  - ii. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### **X. Section 4. Determination of Agent's Good-Faith Conduct**

The indemnification granted to an agent in Sections 2 and 3 above is conditioned upon the following:

- a. **Required Standard of Conduct.** The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a

plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

- b. **Manner of Determination of Good-Faith Conduct.** The determination that the agent did act in a manner complying with subsection “a.” above shall be made by:
- i. The Board of Directors, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
  - ii. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or by the agent or an attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this Corporation.

#### **X. Section 5. Limitations**

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 4(b)(ii) above, in any circumstance when it appears:

- a. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation or of these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### **X. Section 6. Advance of Expenses**

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

#### **X. Section 7. Contractual Rights of Non-Directors and Non-Officers**

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

#### **X. Section 8. Insurance**

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

### **ARTICLE XI – RECORDS AND REPORTS**

#### **XI. Section 1. Maintenance of Corporate Records**

The Corporation shall keep a) adequate and correct books and records of account; and b) minutes in written or digital form of the proceedings of its Board and committees of the Board for a length of time as set forth in the Corporation’s Document Retention Policy, approved by the Board of Directors, or according to general standards

of practice for non-profit corporations. All such records shall be kept at the Corporation's principal office.

**XI. Section 2. Maintenance and Inspection**

The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extraction or documents.

**XI. Section 3. Annual Statement of Certain Transactions and Indemnifications**

No later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the Corporation shall prepare and shall deliver to each Director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- a. Any transaction(s) to which the Corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest:
  - i. Any Director or officer of the Corporation, its parent or its subsidiary (a mere common directorship shall not be considered such an interest): or
  - ii. Any holder of more than ten (10%) of the voting power of the Corporation, its parent or its subsidiary, if such transaction involved more than Fifty Thousand Dollars (\$50,000), or was one of a number of transactions with the same person involving in the aggregate over Fifty Thousand Dollars (\$50,000).
- b. Any loans, guarantees, indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000) paid or made during the fiscal year to any officer or Director of the Corporation.

**ARTICLE XII – CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural includes the singular, and the term “person” includes both Corporation and a natural person.

**ARTICLE XIII - AMENDMENTS**

The Board of Directors may adopt, amend or repeal Bylaws; provided that any provision of these Bylaws requires a vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended, or repealed except by vote of a larger number of Directors.

**ARTICLE XIV – TRANSACTIONS WITH CORPORATION**

**XIV. Section 1.** No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any corporation, firm, or association in which one or more of the Directors of this Corporation has a material financial interest, is either void or voidable because the Director or Directors or the other corporation, firm, or association are parties or because the Director or Directors are present at the meeting of the Board or Board committee that authorizes, approves, or ratifies the contract or transaction, if:

- a. The material facts regarding the transaction and regarding the Director’s interest are fully disclosed or known

to the Board or Board committee, and the Board or Board committee authorizes, approved, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested Director or Directors and the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified,

- b. Regarding contracts or transactions not approved as provided in clause a of section 1 above, the person asserting the validity of the contract or transaction sustains the burden of providing the contract or transaction was just and reasonable with regard to the Corporation at the time it was authorized, approved, or ratified.
- c. A mere common directorship does not constitute a material financial interest within the meaning of the above provisions. A Director is not interested within the meaning of the above provisions in a resolution fixing the compensation of another Director as a director, officer, or employee of the Corporation, notwithstanding the fact that the first Director is also receiving compensation from the Corporation.

**XIV. Section 2.** No contract or other transaction between the Corporation and any corporation or association of which one or more of the Directors of this Corporation are directors is either void or violable because the Director or Directors are present at the Board or Board committee meeting that authorizes, approves, or ratifies the contract or transaction, if:

- a. The material facts regarding the transaction and regarding the Director's other directorship are fully disclosed or known to the Board or Board committee, and the Board or Board committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director or Directors, or
- b. As to contracts and transactions not approved as provided in clause a of section 2 above, the contract or transactions is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified.

**XIV. Section 3.** Interested or common Directors may be counted in determining the presence of a quorum at a meeting of the Board or Board committee that authorizes, approves, or ratifies a contract or transaction.

**END OF AMENDED AND RESTATED BYLAWS – JULY 12, 2024**