Revisions approved as of 01/26/16

Bylaws of
MEND - Meet Each Need with Dignity
A California Nonprofit Public Benefit Corporation

ARTICLE I
Name and Purpose

Section 1. Name. The name of the Corporation is **MEND - Meet Each Need with Dignity.**

Section 2. Purpose. The purpose of the Corporation shall be to relieve poverty in our community by providing those in need with services such as emergency food, clothing, healthcare and educational training.

ARTICLE II
Business Address

The principal office of the Corporation for the transaction of its business is located at 10641 N. San Fernando Road, Pacoima 91331, in the County of Los Angeles, State of California, or at such other place as may be determined by the Board of Directors (the "Board").

ARTICLE III
Board of Directors

Section 1. Management. The Corporation shall have no members. The management of the Corporation shall be entrusted to the Board. The Board shall have and exercise all powers necessary to develop policies and further the purposes of the Corporation. The Board may delegate the management of the activities of the Corporation, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The members of the Board (the "Directors") shall not be personally liable for the debts, liabilities or other obligations of the Corporation, except as required by the laws of the State of California as pertain to nonprofit corporations.

Section 2. Number of Directors. The authorized number of Directors shall be not less than three (3) nor more than thirty-five (35) with the exact number to be fixed, within the limits specified, by resolution of the Board.

Section 3. Board Election. The Directors shall be elected by a majority of the Directors then in office, at the annual meeting of the Board held in May. If any Directors are not elected at that meeting, they may be elected at any other regular meeting or at a special meeting held for that purpose (which need not be the exclusive purpose of that meeting).

Section 4. Term of Office. The renewable term of office of a Director shall be for one (1) year. Each Director, including a Director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 5. Beginning of Term. The term of office of each Director shall begin on July 1.

Section 6. Resignation. Any Director may resign at any time by giving written notice to the Chair or the Secretary or to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if such resignation will leave the Corporation without at least one (1) duly elected Director in charge of its affairs except upon notice to the Attorney General of the State of California.

Section 7. Removal of Director for Cause. The Board may declare vacant the office of a Director in the event of the occurrence of any of the following events: The Director has been (i) declared of unsound mind by a final order of court, (ii) convicted of a felony or (iii) been found by final order or judgment of any court to have breached duties imposed by the California Nonprofit Public Benefit Corporation Law ("Nonprofit Corporation Law"). A Director who fails to attend two (2) regular Board meetings during a Board year, consisting of the period of July 1 to June 30, without notifying the Chair or the President/CEO (as defined below) of the absence prior to the meeting or within two (2) days after the meeting is held, shall be deemed to have tendered his or her resignation as a Director and that resignation will be effective when accepted by the Chair.

Section 8. Removal of Director Without Cause. Any Director may be removed without cause by a majority vote of the Directors then in office.

Section 9. Vacancies.

a) Vacancies on the Board shall exist (i) on the death, resignation or removal of any Director or (ii) whenever the number of authorized Directors is increased.

b) A reduction of the number of authorized Directors shall be effective only upon the expiration of the then-current Directors' terms of office or upon the occurrence of any other vacancy in the Board, unless the reduction or the amendment also provides for the removal of one or more specified Directors.

c) Vacancies on the Board may be filled by approval of a majority of the Directors then in office or, if the number of Directors then in office is less than a quorum, by:

(i) The unanimous written consent of the Directors then in office;
(ii) The affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or a waiver of notice complying with this Article of these Bylaws; or
(iii) A sole remaining Director.

(d) A person elected to fill a vacancy as provided by this Section shall take office immediately and shall hold office until the next election of the Board or until his or her death, resignation or removal from office.

Section 10. Regular Meetings. The Board shall hold a minimum of one (1) regular meeting each calendar quarter. The regular meeting held in in the second quarter of each year, which shall be held in the month of May, shall be the annual meeting. At the annual meeting, the Board shall undertake the election of Directors and Board Officers and the transactions of other business. Whenever there shall be an election to fill a set on the Board of Directors, each Director shall cast one (1) vote for each Director to be elected. Cumulative voting by Directors for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

Section 11. Special Meetings. Special meetings of the Board may be called by the Chair, or if he or she is absent or unable or refuses to act, by the Vice Chair, the President/CEO, the Secretary or any two (2) Directors.

Section 12. Quorum.

a) A majority of the Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, in the Corporation's Articles of Incorporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the Directors present at such meeting may adjourn until the time fixed for the next regular meeting of the Board.

b) If during a meeting at which a quorum was initially present some Directors leave rendering the meeting without a quorum, the Board may continue to transact business so long as any action taken is approved by at least the number of Directors required to take action if a quorum were present.

Section 13. Majority Action as Board Action. The Board may take action by the affirmative vote of a majority of the Directors present at a duly held meeting at which a quorum is present (subject to the more stringent provisions of these Bylaws or the Nonprofit Corporation Law including, without limitation, provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of and appointment to committees of the Board, and (iv) indemnification of Directors).

Section 14. Conduct of Meeting. All meetings of the Board shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of the Corporation, or applicable law. Meetings shall be presided over by the Chair, or in his/her absence, by the Vice-Chair, or in the absence of both of these Board Officers, by a person chosen by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Board Officer shall appoint another person to act as Secretary of the meeting.

Section 15. Place of Meetings.

a) Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the Corporation.

b) Any Director may participate in a meeting, and any meeting of the Board may be held by, conference telephone, video screen or other transmission, provided the requirements specified below are met. A Director who participates in a meeting by such means shall be considered present in person for that meeting.

(i) In the case of a meeting held by conference telephone or video screen, all Directors participating in the meeting are able to hear one another.
(ii) In the case of other electronic transmission,

(A) Each Director participating in the meeting can communicate with all other members concurrently, and

(B) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the Corporation.

Section 16. Notice of Meetings.

a) Notices of Board meetings are valid if made by:

(i) First-class mail, postage prepaid;
(ii) Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate that notice promptly to the Director; or
(iii) Electronic mail (e-mail);

provided, however, that notice may only be provided by facsimile, e-mail or other electronic means to a Director who has given his or her consent to receive notice by such means and if a record capable of retention, retrieval and review of such notice is recorded.

b) Notice of regular meetings need not be given if fixed by a resolution of the Board that is noted in minutes distributed to all Directors. Otherwise, notice of regular meetings shall be valid if made no less than five (5) days prior to the date of the meeting. Notice of special meetings shall be valid if made at least forty-eight (48) hours prior to the date and time of the meeting except for notice by mail which is not valid unless made five (5) days prior to the date of the meetings.

c) Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 17. Contents of Notice. Notice of meetings not herein dispensed with shall specify the place (if other than the Corporation's principal office), day and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice.

Section 18. Waiver of Notice and Consent to Holding Meetings.

a) Notice of a meeting of the Board need not be given to any Director who:

(i) Either before or after the meeting:

(A) Signs a waiver of notice;
(B) Signs a written consent to the holding of the meeting;
(C) Approves of the minutes of the meeting; or

(ii) Attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of proper notice to him or her.

b) The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 19. Action by Unanimous Written Consent Without Meeting.

a) Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively (i.e., in one or more identically worded documents) consent in writing or electronic transmission (pursuant to subsection (b) below) to such action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested Director" as defined in Section 5233 of the Nonprofit Corporation Law or Section 22 of this Article shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

b) Written consent may be made by:

(i) Facsimile telecommunication or electronic mail (e-mail) when such transmission is directed to the facsimile number or e-mail address, respectively, that the Corporation has provided from time-to-time to Directors for sending communications to the Corporation;
(ii) Posting on an electronic message Board or network that the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting; or
(iii) Other means of electronic communication,

as to which the Corporation has placed in effect reasonable measures to verify that the sender is the Director purporting to send the transmission and that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Section 20. Duty of Care and Loyalty.

a) It is the obligation of each Director of the Corporation to perform his or her duties in good faith, in a manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a Director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which a Director may serve.

b) In the administration of the powers to make and retain investments and to delegate investment management of corporate funds, the Board shall consider among other relevant considerations the long and short term needs of the Corporation in carrying out its purposes, its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions.

Section 21. General Duties. It shall be the duty of the Directors to:

a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;

b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, of the President/CEO;

c) Meet at such times and places as required by these Bylaws; and

d) Register their addresses, phone and facsimile numbers, and e-mail addresses with the Secretary of the Corporation. Notices of meetings delivered, telephoned to them at such addresses shall be valid notices thereof. Notices of meetings delivered by facsimile, e-mail or by other electronic means shall be valid notices thereof if, prior to delivery of the notice, the Director has given his or her consent to receive notice by such means.

Section 22. Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than ten percent (10%) of the persons serving on the Board may be interested persons. An "interested person" is:

a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months . For purposes of this definition, compensation means payment as a full or part-time employee, a contractor, a vendor or otherwise.

b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 23. Self-Dealing. The Corporation shall not enter into any contract or transaction with any (i) Director of the Corporation, (ii) Board Officer of the Corporation, or (iii) corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Board Officers are Directors or officers or have a material financial interest, or in which any of these parties are or will be directly or indirectly interested, unless:

a) The material facts regarding that Director's or Board Officer's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board, prior to consideration by the Board of such contract or transaction;

b) Such contract or transaction is authorized in good faith by a vote of the majority of the Board without counting the votes of the interested Directors;

c) Before authorizing or approving the transaction, the Board considers and in good faith decides, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

d) At the time the transaction is entered into (i) the transaction is fair and reasonable to the Corporation, and (ii) the Corporation entered into it for its own benefit.

Section 24. Compensation. Directors shall serve without compensation, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

Section 25. Loans to Board Officers or Directors.The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Board Officer. What about directors loaning the corporation money?

Section 26. Insurance for Corporate Agents. This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Board Officers, Directors, employees, and other agents to cover any liability asserted against or incurred by any Board Officer, Director, employee, or agent in such capacity or arising from the Board Officer's, Director's, employee's, or agent's status as such.

Section 27. Indemnification by Corporation of Directors, Officers, Employees and Other Agents.

a) Subject to the required findings to be made pursuant to subsection (e) of this Section, 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 a Board 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 Section 5233 of the Nonprofit Corporation Law 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.

b) 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 are met:

   (i) The determination of good faith conduct required by subsection (e) of this Section must be made in the manner provided for 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.

c) To the extent that an agent of this 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 the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of subsections (b) and (e) of this Section shall determine whether the agent is entitled to indemnification.

d) 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 for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

e) The indemnification granted to an agent in subsections (a) through (c) of this Section is conditioned on the following:

   (i) 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; and

   (ii) The determination that the agent did act in a manner complying with Paragraph (1), above, shall be made by:

(A) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
(B) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not this Corporation opposes the application by the agent, attorney, or other person.

f) Expenses incurred in defending any proceeding may be advanced by this 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. However, no indemnification or advance shall be made under this Section, in any circumstance when it appears:

(i) That the indemnification or advance would be inconsistent with a provision of the Articles, 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

(ii) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

g) Nothing contained in this Section shall affect any right to indemnification to which persons other than Directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in subsection (h)(1) of this Section. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

h) For purposes of this Section, the following terms shall have the meanings ascribed:

(i) "Agent" means any person who is or was a Director, Board 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;

(ii) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(iii) "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 attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

ARTICLE IV
Board Officers

Section 1. Designation of Board Officers. The officers of the Board (the "Board Officers") shall be the Chair, Vice Chair, Secretary and Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chair. The Board Officers shall be Directors and shall be elected annually by a majority of the Directors present at the annual meeting of the Board held in May, provided a quorum exists.

Section 2. Term of Board Officers. Board Officers shall be elected for renewable terms of one (1) year, commencing on the July 1 following their election. The Chair shall not be eligible for more than two (2) consecutive terms.

Section 3. Responsibilities of Board Officers.

a) The Chair of the Board (the "Chair") shall preside at all meetings of the Board, the annual meeting and the Executive Committee (as defined below). The Chair shall have all such other powers and perform all such other duties as authorized by the Board.

b) The Vice-Chair shall, in the absence or disability of the Chair, perform all the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair will serve as the Chair of the Board's Membership Committee. The Vice-Chair shall have such other powers and perform such other duties as authorized by the Board.

c) The Secretary shall attend meetings of the board, and review and approve the staff-prepared minutes of those meetings prior to submitting the minutes to the Board. The Secretary shall keep, or cause to be kept, a book of the minutes for all the Board meetings Board Committee meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general or special, and, if special, how authorized; how notice was given and to whom; the names of the persons present at the Board meetings; the actions taken and decisions made by the Board at the meeting, including the votes for, against and in abstention of each such action or decision, and may include how each Director voted on such action or decision. In practice, the Board Chair typically sends out the meeting reminders, and the staff have sent out the meeting agenda and documents, in accordance with Article 111, Section 16. Regarding corporate documents, see Article VIII, Section 1. The Secretary shall perform all other duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board

d) The Treasurer shall:

(i) Be the Chair of the Management & Budget Committee.

(ii) Ensure that the Corporation's policies with respect to the following are enacted:

(A) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Books of account shall be maintained in accordance with applicable Generally Accepted Accounting Principles.

(B) Cause to be presented, written financial statements and requested reports at Board meetings as required by law, by these Bylaws, or by the Board.

(iii) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 4. Removal and Resignation of Board Officers. Any Board Officer may be removed, either with or without cause, by the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the Board Officer under any employment contract. Any Board Officer may resign at any time by giving written notice to the Board or to the Chair, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies of Board Offices. A vacancy in any Board office because of death, resignation, removal, disqualification or other cause may be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies may be filled as they occur and not on an annual basis. A person so appointed to a vacant office shall hold that office until the next May meeting of the Board or until his or her death, resignation or removal from office.

Section 6. Compensation of Board Officers. Board Officers shall not be compensated for their duties as such, but may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. The Board Officers may be compensated for their duties as a full or part-time employee, a contractor, a vendor or otherwise, provided, however, that such compensation shall only be allowed if permitted under the provisions of Article III of these Bylaws.

Section 7. Other Officers. In addittion to the Board Officers,the Board shall appoint a President/CEO and may empower the President/CEO to appoint a Chief Operating Officer, a Chief Financial Officer (who may have the title of Chief Financial Officer, Controller, Vice President of Finance or similar title) and such other officers and employees as shall be determined by the President/CEO. Such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the President/CEO.

Section 8. Responsibilities of President/CEO. The President/CEO is the general manager of the Corporation and has, subject to the control of the Board, general supervision, control and direction of the business and affairs of the Corporation. The President/CEO has the general powers and duties of management usually vested in the office of president or chief executive officer of a corporation and such other powers and duties as may be prescribed by the Board. The President/CEO is required and has the right to attend every Board meeting, unless specifically excused by the Board. The President/CEO may express opinions about matters up for discussion, present reports and be involved in the logistics of organizing Board meetings, such as notification and setting the agenda. However, the President/CEO is not counted toward meeting voting requirements and quorum requirements and shall not have the right to vote.

Section 9. Responsibilities of Chief Operating Officer. The Chief Operating Officer, if one is appointed, shall, in the absence or disability of the President/CEO, have all the powers of, and be subject to all the restrictions on, the President/CEO. The Chief Operating Officer is required and has the right to attend every Board meeting, unless specifically excused by the Board.

ARTICLE V
Committees

Section 1. Designation of Board Committees. In addition to the Standing Board Committees as set forth in Section 2, the Board, may create one (1) or more committees of the Board ("Board Committees"), each consisting of two (2) or more Directors, and delegate to such committees any of the authority of the Board, except as set forth in Section 3. Any such Board Committee must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Directors then in office, provided a quorum is present, The Board may appoint, in the same manner, alternate members of any Board Committee who may replace any absent member at any meeting of the Board Committee.

Section 2. Standing Board Committees. The Board shall have the following standing Board Committees: Executive Committee, Management & Budget Committee, Membership Committee, and Audit Committee. Standing Board Committees shall be comprised exclusively of Directors. Non-Directors may participate in Board Committee meetings on an advisory basis but may not be Board Committee members, may not serve as Board Committee chair, and may not vote.

Section 3. Delegation of Authority. Any Board Committee may have such authority as delegated by resolution of the Board or these bylaws, except that the following actions are reserved to the authority of the Board and may not be delegated:

a) the approval of any action for which the Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members (such limitation of committee action shall apply whether or not the Corporation has members);

b) the filling of vacancies on the Board or in any committee which has the authority of the Board;

c) the fixing of compensation of the Directors for serving on the Board or on any committee;

d) the amendment or repeal of Bylaws or Articles of Incorporation, or the adoption of new Bylaws or Articles of Incorporation;

e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

f) the appointment of committees of the Board or the members thereof;

g) the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

h) except to the extent provided by Section 5233(d)(3) of the Nonprofit Corporation Law, the approval of any self-dealing transaction, as such transactions are defined in said Section.

Section 4. Meetings and Proceedings of Board Committees. Meetings and actions of all Board Committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the Board Committee and its members for the Board and its members; excepting, however, that the time for regular meetings of Board Committees may be fixed by resolution of the Board or by the Board Committee. The time for special meetings of Board Committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of Board Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Minutes shall be kept of each meeting of each Board Committee.

Section 5. Executive Committee. The Executive Committee shall consist of the Board Officers and the chairs of each of the Standing Board Committees. The President/CEO shall be a non-voting advisory member of the Executive Committee. The Executive Committee will meet prior to each regularly scheduled Governing Board meeting to plan the agenda for that meeting. The Executive Committee shall have the power to act for the Board between Board meetings on matters of an emergency nature such as matters arising from an unforeseen circumstance and to make recommendations to the full Board regarding issues of importance to the organization. The Executive Committee shall report all actions to the Board at the next meeting.

Section 6. Management & Budget Committee. The Management & Budget Committee shall oversee the ongoing financial situation of the Corporation, including revenue and disbursement activities of the Corporation, and make recommendations to the Board regarding investments and other financial matters. The Management & Budget Committee shall also oversee general maintenance needs and prepare an annual budget for presentation to the Board.

Section 7. Membership Committee. The Membership Committee shall identify and propose persons to be nominated as Directors of the Corporation and shall oversee the orientation and training of new Directors.

Section 8. Audit Committee. This Corporation shall have an Audit Committee. The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President/CEO or chief executive officer or the Treasurer or chief financial officer (if any), or anyone who does business or has any financial interest in any entity that does business with the Corporation.. Members of the Management & Budget Committee shall constitute less than 50% of the membership of the Audit Committee and the chair of the Audit Committee shall not be a member of the Management & Budget Committee. Subject to the supervision of the Board, the Audit Committee shall:

a) make recommendations to the Board on the hiring and firing of a certified public accountant to conduct an audit of the Corporation (the “CPA”);

b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;

c) review and determine whether to accept the audit;

d) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and

e) if requested by the Board, negotiate the CPA’s compensation on behalf of the Board.

Section 9. Advisory Committees. The Corporation shall also have such other Advisory Committees as may from time to time be designated by resolution of the Board. Such other Advisory Committees may consist of persons who are not also members of the Board. These Advisory Committees shall act in an advisory capacity only and shall be clearly titled as "Advisory" Committees. Each Advisory Committees shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless an Advisory Committee provides otherwise, the regular and special meetings and other actions of each Advisory Committee shall be governed by the provisions of Article III applicable to meetings and actions of the Board. The Corporation shall have the following initial Advisory Committees: Development Advisory Committee, ~~Membership Adivsory Committee~~ and Communications and Marketing Advisory Committee.

Section 10. Development Advisory Committee. The Development Advisory Committee shall oversee the Corporation’s efforts to raise money during the fiscal year to cover all anticipated budget

expenses and shall set goals as to the method and manner of raising funds and develop strategies and timelines to achieve these goals.

Section 11. Communications and Marketing Advisory Committee. The Communications and Marketing Advisory Committee shall establish policies with respect to, and otherwise oversee, the Corporation's communications with the public, including the operation of the newsletter, the production of periodic news releases, public service announcements, mailings to community groups, website updates, and other activities whose purpose is to heighten community awareness of the Corporation and to generate greater volunteer, client, financial and other forms of support.

ARTICLE VI
Program Advisory Board

The Corporation shall have a Program Advisory Board consisting of not less than three (3) members. Members of the Program Advisory Board shall be appointed by the Board annually at its meeting in May and shall commence serving as members of the Program Advisory Board on the following July 1. Members of the Program Advisory Board may, but are not required to, be Directors. Members of the Program Advisory Board, as such, shall not have the rights, or be subject to the obligations or responsibilities of, Directors. The Program Advisory Board shall assume tasks related to planning, program development and evaluation, volunteer recruitment and development and oversight of the programs' strategic plan. The goal of the Program Advisory Board is to enhance the Corporation's efforts in offering effective services, guided by carefully developed policies. The chair of the Program Advisory Board shall be appointed by the Board annually at its meeting in May and shall commence serving as chair of the Program Advisory Board on the following July 1. The Program Advisory Board shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Program Advisory Board provides otherwise, the regular and special meetings and other actions of the Program Advisory Board shall be governed by the provisions of Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of the Program Advisory Board.

ARTICLE VII
Corporate Management

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July in each calendar year and end on the last day of the succeeding June.

Section 2. Deposit of Funds. All funds or contributions shall be receipted and deposited in a properly accredited depository or depositories in the name of the Corporation as the Board may select.

Section 3. Property. All assets, property and other items of value shall be held in the name of the Corporation and no member of the Board shall have title to any item of value.

Section 4. Checks. All checks issued in the name of the Corporation shall carry two authorized signatures. Those authorized to sign checks shall be the President/CEO (or Chief Operating Officer, if one has been appointed, in the absence of the President/CEO), the Chair, the Treasurer and any other Board members designated by the Chair and approved by the Board.

Section 5. Audit. An independent public accountant or accounting firm shall make an annual audit for the Corporation.

Section 6. Contracts. Contracts may be entered into for debt (other than budgeted items) incurred only as directed by resolution of the Board.

Section 7. Authorization. Two signatures are required to sign contracts, deeds, notes or any other documents on behalf of the Corporation, for any transactions that have been approved by the Board. Those authorized to sign include the President/CEO (or Chief Operating Officer, if one has been appointed, in the absence of the President/CEO), the Chair, the Treasurer and or any other Directors designated by the Chair and approved by the Board. Notwithstanding the foregoing, any contract with a financial obligation of less than $10,000 may be signed by the President/CEO only or, in the absence of the President/CEO, one of the afore-mentioned Board Officers is authorized to sign.

Section 8. Merger. A merger of the Corporation with another entity requires approval of a simple majority (at least 50% plus one) of the Directors then in office.

ARTICLE VIII
Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its principal office:

a) Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

c) A copy of the Corporation's Articles of Incorporation and these Bylaws as amended to date; and

d) Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, and California Attorney General that the Corporation is required, by statute or regulation, to make generally available to the public.

Section 2. Corporate Seal. The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical property of the Corporation. Any inspection under the provisions of this Article may be made in person or by an agent or attorney. The right to inspection includes the right to copy and make extracts.

Section 4. Audit Report. The Board shall cause an annual report pursuant to Section 6321 of the Nonprofit Corporation Law) to be furnished not later than 120 days after the close of the Corporation's fiscal year to all Directors of the Corporation. Said annual report shall be referred to and titled "Audit Report." The Audit Report shall contain the following information in appropriate detail:

a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and

d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The Audit Report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.

This requirement of an Audit Report shall not apply if the Corporation receives less than $25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an Audit Report must be furnished annually to all Directors.

Section 5. Statement of Certain Transactions and Indemnifications. Pursuant to Section 6322 of the Nonprofit Corporation Law, as part of the Audit Report to all Directors, or as a separate document if no Audit Report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and furnish to each Director a statement of any transactions or indemnifications of the following kind:

a) Any transaction (i) to which the Corporation was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than $50,000. For these purposes, an "interested person" is any Director or officer of the Corporation.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

b) Any indemnification or advances aggregating more than $10,000 paid during the fiscal year to any officer or Director of the Corporation pursuant to Section 5238 of the Corporations Code.

ARTICLE IX
Construction

Section 1. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions 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, the plural number includes the singular, the term "person" includes both the Corporation and a natural person, and vice versa. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE X
Amendments

Section 1. Amendment of Bylaws. These Bylaws may be amended by a vote of the majority of the Directors then currently in office. A copy of the proposed amendments shall be provided to each Director at least five (5) days in advance of a meeting at which such vote shall take place.

Section 2. Amendment of Articles. Any amendment of the Articles of Incorporation may be adopted by the affirmative vote of a majority of the Directors then currently in office. Notwithstanding the foregoing, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation regarding the names and addresses of the first Directors of this Corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed the Statement required by Section 6210 of the Nonprofit Corporation Law.

CERTIFICATE OF SECRETARY

I, _____ hereby certify that I am the Secretary of said Corporation and that the foregoing Bylaws, comprised of 16 pages, including the page on which appears the Corporate Seal, constitute the Bylaws of said Corporation as approved by the Board of Directors at its meeting held on April 24, 2012.

_____ _____
Dated Secretary