AMENDED AND RESTATED
BYLAWS OF
GREATER CONEJO VALLEY COMMUNITY FOUNDATION
A California Nonprofit Public Benefit Corporation

Greater Conejo Valley Community Foundation, a California Public Benefit Corporation (the “Corporation”), adopts these Amended and Restated Bylaws (the “Bylaws”), which restate, amend, and supersede, in its entirety, the existing bylaws of the Corporation and its amendments, if any, with reference to the following facts:

WHEREAS, the Corporation incorporated under the name “Thousand Oaks-Westlake Village Community Foundation” as a California nonprofit public benefit corporation under the Nonprofit Public Benefit Corporations Law. The Articles of Incorporation (the “Articles”) were filed with the California Secretary of State on May 27, 2003 as document no. 2538294; restated on November 18, 2003 as document no. A0604101 and amended on June 8, 2010 as document no. A0704532 to reflect the current name “Greater Conejo Valley Community Foundation”.

WHEREAS, the Corporation adopted its original bylaws after incorporation and now desire to restate, amend, and supersede the existing bylaws of the Corporation in their entirety by these Bylaws.

NOW THEREFORE, the Corporation adopts the below:

ARTICLE I
OFFICES AND PURPOSE

Section 1.01 Corporate Name. The name of the Corporation is Greater Conejo Valley Community Foundation.

Section 1.02 Principal Office. The principal office for the transaction of the business of the Corporation shall be located at 600 Hampshire Road, Suite 200, in the City of Westlake Village, in County of Ventura, in the State of California. The board of directors of the Corporation (the “Board”) may change the principal office from one location to another within the cities of Thousand Oaks, Westlake Village, and Agoura Hills. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 1.03 Other Offices. The Board may at any time establish branch offices, either within or outside the State of California, in order to advance the proper purposes of the Corporation.
Section 1.04 General Purpose. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation law primarily for charitable purposes.

Section 1.05 Specific Purpose. The specific purpose of the Corporation is to promote the social welfare by advancing the educational, civic, economic, and cultural interests of the City of Thousand Oaks in the State of California, the City of Westlake Village in the State of California, the City of Agoura Hills in the State of California, and surrounding area.

Section 1.06 Objective. The Objective of the Corporation is to promote the growth of the City of Thousand Oaks, the City of Westlake Village, the City of Agoura Hills, and surrounding area, by developing leadership with dynamic and innovative vision for the future; linking the business community in partnership with educational, governmental and nonprofit organizations; and serving as a vehicle for research, planning and community education.

ARTICLE II

MEMBERS

The Corporation shall not have voting members (i.e., statutory members) within the meaning of the California Nonprofit Corporation Law. The Board may admit nonvoting members of the Corporation of one or more classes having such rights as the Board shall deem appropriate from time to time. Nonvoting Members shall be referred to as “Non-Statutory” or “Honorary” Members from time to time as appropriate).

ARTICLE III

DIRECTORS

Section 3.01 Powers.

(a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles and these Bylaws, 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.

(b) Specific Powers. Without prejudice to their general powers, the Directors of the Board (the “Directors”) shall have the power to:

(i) Select and remove the Officers of the Corporation (“Officers”); prescribe any powers and duties for them that are consistent with the law, with the Articles, and with these Bylaws; and fix their compensation, if any.

(ii) Conduct, manage, and control the affairs and activities of the Corporation, and make such rules and regulations consistent with the law, the Articles, and with these Bylaws.

(iii) Change the principal executive office or the 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 meeting.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal.

(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.

(v) Solicit, accept, or decline to accept, on behalf of the Corporation, gifts, grants, loans, or contributions from the public, private, and governmental sectors, both financial and in-kind. Notwithstanding the foregoing, any non-monetary gift, grant, or contribution will require an approval of a majority of the Board.

Section 3.02 Authorized Number of Directors. The number of Directors shall be not less than eight (8) nor more than twelve (12), with the exact authorized number of Directors to be determined by the Board from time to time. Within these limits, the Board may increase or decrease the number of Directors serving on the Board as the needs of the Corporation require. Any increase in the number of Directors shall be subject to and in accordance with Section 3.03 hereunder. Notwithstanding any of the foregoing, no reduction of the authorized number of Directors shall have the effect of removing any Director before the Director’s term of office expires.

Section 3.03 Appointment and Term of Office of Directors.

(a) Ex Officio Directors. The Board shall appoint each member that serves on the Executive Committee of the Greater Conejo Valley Chamber of Commerce (the “Chamber”), a California non-profit mutual benefit corporation, as an Ex Officio Director of the Corporation. Each Ex Officio Director shall be deemed a Director, and, as, such, have all the rights, powers, and authorities of a Director, including, but not limited to, the right to vote, and shall have all the duties, obligations, requirements, and otherwise responsibilities of a Director.

(b) Nomination of Directors. In addition to the Directors appointed in accordance with Section 3.03(a), additional Directors shall be nominated by the Nomination Committee, in accordance with Section 4.02(a) hereunder, and elected by a majority vote of the Directors at the annual meeting of each year in which the Director(s) term(s) are set to expire, including the vote(s) of any Director whose term of office expires with that meeting, whether or not less than a quorum is present or by a sole remaining Director. For avoidance of doubt, nothing herein shall require the Board to elect any candidate nominated by the Nomination Committee. In the event the Board, in its sole and absolute discretion, does not elect a candidate nominated by the Nomination Committee, then, and such an instance, the Board shall have the right, but not obligation, to nominate any other individual for the role of Director to be filled.
(c) **Term.**

(i) Ex Officio Directors shall serve a term of three (3) years, which term will be in congruent to and correspond with the Ex Officio’s applicable term on the Chamber’s Executive Committee.

(ii) Directors nominated in accordance with Section 3.03(b) hereinabove, shall serve a term of two (2) years.

**Section 3.04 Qualifications of Board Members.** Any individual who is (a) eighteen (18) years of age or older; (b) who resides and/or conducts business primarily in (i) Thousand Oaks, California, (ii) Westlake Village, California, or (iii) Agoura Hills, California; and, (c) who is affiliated in any manner with the Chamber, may be nominated to be a Director. For avoidance of doubt, in the event that a Director ceases to meet all of the qualifications as stated in this Section 3.04, the Director may be removed in accordance with Section 3.05.

**Section 3.05 Vacancies.**

(a) **Events Causing Vacancy.** A vacancy on the Board shall be deemed to exist at 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 a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code §5231 and following of the California Nonprofit Corporation Law.

(iii) The failure of the Board, at any meeting of the Board at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at that meeting pursuant to the provisions of Section 3.03(a).

(iv) The increase of the authorized number of Directors.

(v) A Director ceases to meet the qualifications of Board Members as stated in Section 3.04, unless the President and the Chair of the Board both elect, in writing, to allow such Director to retain the Director’s position on the Board.

(b) **Resignation.** Except as provided in this Section, any Director may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Board, the President, or the Secretary, unless the notice specifies a later effective date for the resignation. Except upon notice to the Attorney General of the State of California, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs. Any vacancy caused by the resignation of a Director may be filled as provided in Section 3.05(d). In the event that the resignation of a Director causes the number of Directors to fall below the minimum number of required Directors, the vacancy will be filled in accordance with Section 3.05(d).
(c) **Removal.**

(i) Any Director may be removed, with or without cause, by the vote of the majority of the Directors of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 3.09. Any vacancy caused by the removal of a Director shall be filled as provided in Section 3.05(d).

(ii) Any Director who does not attend three (3) successive Board meetings will automatically be removed from the Board without Board resolution unless:

(A) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

(B) The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this Section 3.05(c)(ii).

(C) The Board by resolution of the majority of the Directors agrees to reinstate the Director who has missed three (3) meetings.

(d) **Filling of Vacancies.**

(i) Any vacancy caused by the death, resignation, or removal of a Director shall be filled in accordance with the provisions of Section 3.03(a).

(ii) Any vacancy caused by the failure of a Director to meet the required qualifications of a Board Member as stated in Section 3.04 and the President and Chair of the Board do not elect to allow such Director to retain their position on the Board in accordance with Section 3.04(a)(v), then such vacancy shall be filled in accordance with Section 3.03(a).

Notwithstanding anything to the contrary herein, if there are six (6) months or more left in the term of the Director who has left a vacancy, then the Board shall have the right, but not obligation, to vote on whether or not a special election should be held in accordance with Section 3.03(a).

**Section 3.06 Place of Meeting; Meeting by Electronic Transmission.** Regular meetings of the Board may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 3.06, a regular or special meeting of the Board may be held at any place consented to in writing by all Directors, either before or after the
Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, whether now or hereafter known and/or devised, so long as all of the following apply: (a) each Director has submitted a signed consent to electronic communications (“E-Consent”) to the Corporation in accordance with Section 12.02; (b) each Director participating in the meeting can communicate with all the other Board members concurrently; (c) each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and (d) the Corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a Director entitled to participate in the Board meeting; and (ii) all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director. Participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

Section 3.07 Annual Meeting and Regular Meetings. The Board shall hold an annual meeting in October of each year at a time and place designated by the Board for purposes of electing Directors, if applicable, Officers, if applicable, designating committees, and transacting regular business provided, however, that the Board may fix another date and time for the holding of its annual meeting. Notice of these meetings shall be in accordance with Section 3.09. In addition to the annual meeting, the Board shall hold regular business meetings, on a quarterly basis, on the fourth Wednesday of the first month of each quarter, to be held without call. For avoidance of doubt, the October meeting shall serve as the fourth quarter’s quarterly meeting. Notwithstanding the foregoing, the Board may fix another date and time for the holding of any of its regular meetings for any reason, including, but not limited to, conflict with a recognized holiday.

Section 3.08 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, the President, or any two (2) Directors. Notice of these meetings shall be in accordance with Section 3.09.

Section 3.09 Notice. Notice of any meeting of the Board shall be given to all Directors at least four (4) days in advance if given by first-class mail or at least forty-eight (48) hours in advance if given by notice delivered personally, by telephone, or by electronic transmission in compliance with the E-Consent, provided such notice may be waived by any Director as set forth below in Section 3.10. All notices shall be given or sent to the Director’s address, telephone number, or email as shown on the Corporation’s books and records (e.g., Director’s E-consent). Notice shall not be given by electronic transmission if the Corporation is unable to deliver two (2) consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. The notice need not to specify the purpose of a regular meeting. The notices shall state the purpose of a special meeting.

Section 3.10 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of 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 lack of adequate notice.

Section 3.11 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.12. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 3.12 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 3.13 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 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. This notice may be waived in the same manner as set forth under Section 3.10.

Section 3.14 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to that action and, if subject to Corporations Code §5224(a), the number of Directors then in office constitutes a quorum. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 3.14 only, “all Directors” shall not include Directors who are an interested person in accordance with Section 3.16 or common directorship in accordance with Section 8.01.

Section 3.15 Compensation of Directors. The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated for services rendered to the Corporation as Directors, except that Directors may be reimbursed for their expenses in accordance with the proceeding sentence.

Section 3.16 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person 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; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.
ARTICLE IV

COMMITTEES

Section 4.01 Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, designate one (1) or more committees [“Board Committee(s)”] consisting of two (2) or more Directors, and only of Directors, to serve at the pleasure of the Board. Each Board Committee shall have the right to grant nominal advisory membership (“Advisory Member”) to non-Directors. Advisory Members shall have the right to attend all meetings and events of any such Board Committee, advise and discuss on any issues before the Board Committee with regard to their objectives. However, for purposes of voting, determining a quorum, notice requirements, and the ability to record minutes for the Board Committee meetings, Advisory Members shall not be included, and any such rights and/or requirements shall be limited to Board Committee members who are Directors. Any Board Committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may

(a) Fill vacancies on the Board or on any Board Committee;

(b) Amend or repeal the Articles or Bylaws or adopt new Bylaws;

(c) Amend or repeal any resolution of the Board;

(d) Designate any other Board Committee or appoint the members of any Board Committee;

(e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

(f) approve any action for which this part also requires approval of the Directors or approval of a majority of the Directors.

Section 4.02 Advisory Committees. The Board may establish one or more advisory committees to the Board (“Advisory Committees”). The members of any Advisory Committee may consist of Directors or non-Directors. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board’s authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

(a) Nomination Committee. The Corporation shall have a Nomination Committee which shall be an Advisory Committee. The Nomination Committee shall be responsible for identifying, recruiting, reviewing, and vetting potential candidates for all Director positions, to ascertain which individual(s) possess the desired skills and characteristics required to successfully fill the role of a Director. Upon complete review of all potential candidates, the Nomination Committee shall present the Board with a slate of recommended Director candidates to fill the upcoming and current vacancies, to be voted on and approved by the current Board. The Nomination Committee shall
undertake any additional duties the Board may designate by resolution, in the sole discretion, subject to the terms of Section 4.02.

**Section 4.03 Audit Committee.** At all times that the Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least two (2) Directors and which may include nonvoting advisors. Staff members and Directors who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Director) may not serve on the Audit Committee. The President (CEO) and Treasurer (CFO), if also Directors, may serve on the Audit Committee only if such persons are volunteers and are not compensated by the Corporation. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor who is a certified public accountant and recommending termination of the auditor, if necessary, (ii) negotiating the auditor’s compensation, (iii) conferring with the auditor regarding the Corporation’s financial affairs, (iv) reviewing and accepting or rejecting the audit report; and (v) approve non-audit services by the independent certified public accountant’s accounting firm, and ensure such services conform to the standards in the Yellow Book issues by the U.S. Comptroller General. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

**Section 4.04 Compensation Committee.** If the Corporation compensates any of its Officers, the Board, in its discretion, may designate a compensation committee consisting of at least three (3) Directors and no one who is not a Director. Directors who are also employees of the Corporation may not serve on the compensation committee. Pursuant to Government Code §12586(g) and the applicable provisions of federal law, the compensation committee shall review the compensation of the President, Chief Executive Officer, Treasurer or Chief Financial Officer, and such other Officers of the Corporation the compensation committee determines appropriate, annually and whenever a modification in compensation is proposed. The review shall include an evaluation of the performance of the Officers and an analysis of appropriate comparability data. Based on its review, the compensation committee shall recommend just and reasonable compensation amounts for the Officers to the Board. At the request of the President or the Board, the compensation committee shall review any issue involving staff compensation and benefits, including but not limited to, housing, health, and retirement plans.

**Section 4.05 Meeting and Action of Committees.** Meetings and action of Board Committees shall be governed by, held, and taken in accordance with Article 3 of these Bylaws, concerning meeting and other action of the Board, except that the time for regular meetings of such Board Committee and the calling of special meetings thereof may be determined by either by resolution of the Board or, if there is no Board resolution, by resolution of the Board Committee. Minutes shall be kept of each meeting of any Board Committee and shall be filed with corporate records. The Board may adopt rules for the government of any Board Committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the Board Committee
may adopt such rules. The Board may adopt rules of any Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V

OFFICERS

Section 5.01 Officers. The Corporation shall have the following Officers: Chair of the Board, President, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 5.03. Officers need not be Directors. One person may hold two (2) or more offices, except no person serving as Secretary, Treasurer, or Chief Financial Officer may serve concurrently as President or Chair of the Board. The Officers as of the Effective Date shall be those persons whose names are attached to these Bylaws as Exhibit “A”. Exhibit “A” shall be revised to reflect the current Officers each year in accordance with the terms of this Article V.

Section 5.02 Election of Officers. Subject to the remainder of this Article V, the Officers, except those appointed in accordance with the provisions of Section 5.03 of this Article, shall be chosen by the Board at each annual meeting of the Corporation and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment. The term of each Officer (“Officer Term”) shall be three (3) years.

Section 5.03 Subordinate Officers. The Board may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

Section 5.04 Removal of Officers. Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

Section 5.05 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. 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.

Section 5.06 Vacancies in Office. 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.

Section 5.07 Responsibilities of Officers.

(a) Chair of the Board. The outgoing chair of the board for the Chamber shall serve as Chair of the Board of the Corporation for the Officer term that begins immediately after the expiration of his or her term as the Chamber’s chair of the board. The Chair of the Board shall
assist in formulating and promoting the business plan of the Corporation and shall oversee, in cooperation with the President of the Chamber, all agreements and obligations in connection therewith. The Chair of the Board shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The Chair of the Board shall serve as an Ex Officio member of all Advisory Committees, and as an Ex Officio Advisory Member of all Board Committees.

(b) President. The President shall be the chief executive officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President shall be responsible to the Board, shall see that the Board is advised on all significant matters of the Corporation’s business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall assist in the Chairman of the Board in (i) formulating and promoting the business plan of the Corporation and (ii) overseeing, in cooperation with the President of the Chamber, all agreements and obligations in connection therewith. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

(c) Secretary. The Secretary shall attend to the following:

(i) Book of Minutes. The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) Treasurer. The Treasurer shall be the chief financial officer and, at the discretion of the Board, the Comptroller of the Corporation, and shall oversee the budget preparation of the Corporation for each fiscal year and shall attend to the following or cause the following to be attended to:

(i) Books of Account. The Treasurer 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 its assets, liabilities, receipts, disbursements, gains, losses, capital, 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) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositors as may be designated by the Board; shall disburse funds of the Corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) **Bond.** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

**ARTICLE VI**

**RECORDS AND REPORTS**

**Section 6.01 Maintenance of Articles and Bylaws.** The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

**Section 6.02 Maintenance of Other Corporate Records.** The accounting books, records, and minutes of the proceedings of the Board and any committee(s) shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

**Section 6.03 Inspection by Directors.** 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, if applicable. 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 extracts of documents.

**Section 6.04 Annual Report.** Except as provided under California Corporations Code §§ 6321(c) and (f), within one hundred twenty days (120) days after the end of the Corporation’s fiscal year, the Board shall furnish or cause to be furnished a written report to all Directors containing the following information:

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

(e) Any transaction during the previous fiscal year involving more than Fifty Thousand Dollars ($50,000.00) in which the Corporation was a party and in which any Director or Officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than Fifty Thousand Dollars ($50,000.00); and,

(f) The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars ($10,000.00) paid during the fiscal year to any Director or Officer of the Corporation pursuant to Article 7 of these Bylaws, unless such indemnification has already been approved pursuant to Section 7.01.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person’s relationship to the Corporation, the nature of such person’s interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized Officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. Such report may be furnished to the Directors by electronic transmission in accordance with the E-Consent.

Section 6.05 Annual Statement. As part of the annual report to all Members, or as a separate document if no annual report is issued, the Corporation shall, within one hundred (120) days after the end of the Corporation’s fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an “interested person” had a direct or indirect material financial interest, and (iii) that involved more than Fifty Thousand Dollars ($50,000.00) or was one of several transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars ($50,000.00). For this purpose, an “interested person” is either:

(1) Any Director or Officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary.

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 indemnifications or advances aggregating more than Ten Thousand Dollars ($10,000.00) paid during the fiscal year to any Officer or Director of the Corporation under these bylaws.

**Section 6.05 Financial Audit.** The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of Two Million Dollars ($2,000,000.00) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine (9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements (a) shall be available at the Corporation’s principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation’s website.

**ARTICLE VII**

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 7.01 Right to Indemnification.** This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or 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, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 7.02 Advancement of Expenses.** To the full extent permitted by law and except as otherwise determined by the Board in specified instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws may be advanced by the Corporation, upon approval of the Board, prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf such person is entitled to be indemnified by the Corporation thereof.

**Section 7.03 Insurance.** This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation,
against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director’s, Officer’s, or agent’s status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 7.01 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §5233.

ARTICLE VIII

CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 8.01 Contracts with Directors and Officers.

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation’s Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director’s or Officer’s financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 8.02 Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31.
ARTICLE X
AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board; provided, however, that amendment or repeal of Section 3.03, Section 3.05, or this ARTICLE X shall require unanimous approval of the Board, and that no amendment would cause the Corporation to cease to qualify as an exempt corporation under §501(c)(3) of the Code.

ARTICLE XI
EMERGENCY PROVISIONS

Section 11.01 Emergency Bylaws. The emergency bylaw provisions of this Section are adopted in accordance with California Corporations Code §5151(g). Notwithstanding anything to the contrary herein, this Section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements as stated in these Bylaws:

(a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

(b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(c) An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

(d) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States, including, but not limited to, a pandemic.

Section 11.02 Emergency Actions. In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation’s ordinary business operations and affairs:

(a) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the emergency.
(b) Relocate the principal office or authorize the Officers to do so.

During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation’s ordinary business operations and affairs:

(c) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in accordance with the terms of these Bylaws.

(d) Deem that one or more Officers present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency, the Board may not take any action that is not in the Corporation’s ordinary course of business. Any actions taken in good faith during an emergency under this Section may not be used to impose liability on a Director, Officer, employee, or agent. All provisions of the regular Bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE XII
CONSTRUCTION, DEFINITIONS

Section 12.01 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, and the plural number includes the singular.

Section 12.02 Electronic Transmission. Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Article XIII
Dedication and Dissolution

Section 13.01 Dedication of Assets. The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or 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 Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all
debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code §501(c)(3).
## Exhibit “A”
### Officers as of July 8, 2021

<table>
<thead>
<tr>
<th>Name</th>
<th>Office</th>
<th>Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>Danielle Borja</td>
<td>Chief Executive Officer/President</td>
<td>2020</td>
</tr>
<tr>
<td>Matt Midura</td>
<td>Secretary</td>
<td>2019-2021</td>
</tr>
<tr>
<td>Jill Haney</td>
<td>Treasurer</td>
<td>2020-2023</td>
</tr>
<tr>
<td>Tom Cohen</td>
<td>Chair of the Board</td>
<td>2020-2021</td>
</tr>
<tr>
<td>Natalie Yanez</td>
<td>Chairman Elect</td>
<td>2021-2022</td>
</tr>
<tr>
<td>Don Phillipson</td>
<td>Chairman Emeritus</td>
<td>2019-2021</td>
</tr>
</tbody>
</table>