

BYLAWS

OF

COVE COMMUNITIES SENIOR ASSOCIATION  
(dba "JOSLYN SENIOR CENTER")  
(A Nonprofit Public Benefit Corporation.  
Organized pursuant to Sections 5110 through 6910 of the  
Nonprofit Corporation Law of the State of California)

Adopted by

JOSLYN SENIOR ASSOCIATION

Board of Directors on

February 24, 2009

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RESTATED BYLAWS  
OF  
COVE COMMUNITIES SENIOR ASSOCIATION  
A California Public Benefit Corporation

**ARTICLE I  
NAME AND PURPOSE**

SECTION 1. The name of this Corporation shall be: COVE COMMUNITIES SENIOR ASSOCIATION.

SECTION 2. The purpose of the Association is to provide meaningful activities and opportunities for companionship and service for the senior citizens in Palm Desert, Rancho Mirage and Indian Wells in order to make their lives more satisfying, and further to provide senior citizens with the opportunity to serve their own communities. These activities and opportunities will be available for all individuals who are 50 and over upon the payment of annual dues, as set by the Board of Directors, whether or not they are residents of those communities.

**ARTICLE II**

SECTION 1. MEMBERS

The corporation shall not have any members within the meaning of section 5056 of the California Corporations Code. The corporation may, however, refer to persons or organizations associated or affiliated with it as “members” or “social members” under the provisions of section 5332 of the California Corporations Code without conferring on those affiliated persons or organizations any statutory membership rights, including but not limited to voting rights.

Vacancies on the Board of Directions shall be filled at any time by a vote of the Board of Directors as hereafter provided.

SECTION 2. ACTION BY BOARD OF DIRECTORS

Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members shall vest in the directors.

### **ARTICLE III OFFICES**

#### **SECTION 1. PRINCIPAL OFFICE**

The principal office for the transaction of the business of the Corporation (“principal executive office”) is located in the State of California, County of Riverside.

The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

#### **SECTION 2. OTHER OFFICES**

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

### **ARTICLE IV PROHIBITION AGAINST PARTISAN ACTIVITIES**

This Corporation has been formed under the California Public Benefit Corporation Law for the purposes described above at Article I and it shall be nonprofit and nonpartisan. No substantial part of the activities of this Corporation shall consist of (1) carrying on propaganda, or (2) otherwise attempting to influence legislation or any local or state ballot issue or initiative; and (3) the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, or endorse any such candidate. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

### **ARTICLE V DEDICATION OF ASSETS**

The properties and assets of this Nonprofit Corporation are irrevocably dedicated to fulfillment of the purposes of this Corporation as set forth in Article I above. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered

and to make payments and distributions in furtherance of the purposes set forth in the purpose clause above.

Upon the liquidation or dissolution of the Corporation, all properties and assets and obligations shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the applicable court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VI ELECTION OF DIRECTORS**

### **SECTION 1. NOMINATIONS AND SELECTION OF DIRECTORS**

(a) Board Development Committee. Except for directors appointed by the cities of Palm Desert, Rancho Mirage and Indian Wells, the Chairman of the Board, or the President if there is no Chairman, shall appoint a Board Development committee to select qualified candidates for election to the Board of Directors at least sixty (60) days before the date of any election of directors. The nominating committee shall make its report at least thirty (30) days before the date of the election.

(b) One director each shall be appointed by the cities of Palm Desert, Rancho Mirage and Indian Wells to represent them on the Board of Directors. Such directors shall have the same general and specific powers, as do the other members of the Board of Directors.

### **SECTION 2. VOTE REQUIRED TO ELECT DIRECTOR**

Other than directors appointed by the cities of Palm Desert, Rancho Mirage and Indian Wells, candidates receiving the highest number of votes shall be elected as directors.

## **ARTICLE VII DIRECTORS**

### **SECTION 1. POWERS**

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under direction of the Board of Directors.

(a) Specific Powers. Without prejudice to those general powers, and subject to the same limitations, the directors shall have the power to:

- (i) Set policy for the Association and insure that such policies are carried out.
- (ii) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.
- (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.
- (iv) Adopt, make, and use a corporate seal; and alter the form of such seal.
- (v) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

## SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of the directors shall be a maximum of sixteen (16), including one director each appointed by and representing the cities of Palm Desert, Rancho Mirage and Indian Wells. The Board of Directors reserves the right to set the number of directors at any time based on the operational needs of the Center. Directors need not be residents of the State of California.

## SECTION 3 TERMS OF OFFICE OF DIRECTORS

The terms of directors appointed by and representing the cities of Palm Desert, Rancho Mirage and Indian Wells shall be two years. The terms of such directors may be extended for additional two, two-year terms by the appointing authorities. All other Directors shall be elected to hold office for two years, and may be elected to serve an additional two, two-year terms. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Terms of office shall coincide with the Corporations fiscal year.

## SECTION 4. VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director, (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 9240 et seq. of the California Nonprofit Corporation Law,

(iii) an increase in the authorized number of directors, (iv) failure by a director to attend three (3) consecutive board meetings not previously excused, (v) violation of the Statement of Personal and Professional Standards of Conduct.

(b) Resignations. Except as provided in this paragraph, any director may resign at any time, which resignation shall be effective on written notice to the Chairman of the Board, the President, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors shall make every reasonable effort to elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(d) Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee or independent contractor; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

## SECTION 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

## SECTION 6. NOTICE OF MEETINGS

Regular and special meetings of the Board of Directors shall be held at such time as shall from time to time be fixed by the Board of Directors. Notice of regular meetings shall be made to each director personally or by telephone or fax or electronic mail at least forty-eight (48) hours prior to the meeting or by first-class mail, postage paid, at least four (4) days prior to such meeting.

(a) Authority to Call. The Chairman of the Board or the President, or any Vice President, the secretary, or any two directors may call special meetings of the Board of Directors for any purpose at any time.

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#### SECTION 7. QUORUM

A majority of the elected number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10 of this Article. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### SECTION 8. WAIVER OR NOTICE

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (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 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 9. ADJOURNMENT

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

#### SECTION 10. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

#### SECTION 11. ACTION WITHOUT MEETING

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

#### SECTION 12. FEES AND COMPENSATION OF DIRECTORS.

Neither directors nor members of committees may receive any compensation for their services. However, directors and members of committees may receive such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

### **ARTICLE VIII COMMITTEES**

#### SECTION 1. COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by the Board at a meeting duly called, at which a quorum is present, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or in any committee;
- (b) Amend or repeal bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (d) Appoint any other committees of the Board of Directors or the members of these committees;
- (e) Approve any transaction (1) to which the Corporation is a party and one or more directors have a material financial interest; or (2) between the Corporation and one or more

of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

## SECTION 2. MEETINGS AND ACTIONS OF COMMITTEES

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

## **ARTICLE IX OFFICERS**

### SECTION 1. OFFICERS

The officers of the Corporation shall be a president, a secretary, and a chief financial officer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more vice presidents, one or more assistant secretaries, one

or more assistant financial officers and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IX. No more than two offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

### SECTION 2. APPOINTMENT OF OFFICERS

The officers of the Corporation, except those appointed in accordance with the provisions of Section 3 of this Article IX shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

### SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint, and may authorize the Chairman of the Board or the President or another 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 in the bylaws or determined from time to time by the Board of Directors.

#### SECTION 4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board.

#### SECTION 5. RESIGNATION OF OFFICERS

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

#### SECTION 6. VACANCIES IN OFFICES

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

#### SECTION 7. RESPONSIBILITIES OF OFFICERS.

(a) Chairman of the Board. If such an officer be elected, the Chairman of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be assigned to him from time to time by the Board of Directors or prescribed by the bylaws. If there is no President, the Chairman of the Board shall in addition, be the Chief Executive Officer of the Corporation and shall have the powers and duties prescribed in paragraph (b) below.

(b) President. Subject to such supervisory powers as may be given by the Board of Directors to the Chairman of the Board, if any, the President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall generally supervise, direct, and control the business and the officers of the Corporation. In the absence of the Chairman of the Board, if any, the President shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed by the Board of Directors or these bylaws.

(c) Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other

duties as from time to time may be prescribed for them respectively by the Board of Directors or the President.

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

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

(ii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the bylaws to be given; shall keep the seal of the Corporation, if any, in safe custody; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

(e) Chief Financial Officer. The Chief Financial Officer (“CFO”) through the Corporation’s Executive Director shall attend to the following:

(i) Books of account. The CFO through the Executive Director shall 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, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The CFO, through the Executive Director, shall see that all money and other valuables of the Corporation are deposited in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors, and, through the Executive Directors, shall see that the funds of the Corporation are disbursed as may be ordered by the Board of Directors; shall cause to be rendered to the President and directors, whenever they request it, an account of all transactions of the Corporation and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

(iii) Bond. If required by the Board of Directors, the CFO shall give and shall require the Executive Director and employees of the Corporation who handle the Corporation’s funds, to give the Corporation bonds in the amount and with the surety or sureties specified by the Board of Directors insuring faithful performance of the duties of the CFO and such employees and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the CFO upon his/her death, resignation, retirement, or removal from office.

**ARTICLE X**  
**INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

**SECTION 1. DEFINITIONS**

For the purpose of this Article,

(a) “Agent” means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, office employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise.

(b) “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

(c) “Expenses” includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his/her position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

**SECTION 2. SUCCESSFUL DEFENSE BY AGENT**

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 reasonable incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him/her, then the provisions of Section 3 through 5 of this Article shall determine whether the agent is entitled to Indemnification.

**SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION**

Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General of the State of California, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Section 9243 of the California Corporations code, 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.

**SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION**

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and suits awarded against agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following conditions are met:

(i) The determination of good faith conduct required by Section 5, below, 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.

#### SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner 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 reasonably believed to be in the best interest of this Corporation or had reasonable cause to believe that such conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that such conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding;

(ii) The affirmative vote (or written ballot in accordance with these bylaws) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum).

(iii) 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.

## SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(iii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

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

## SECTION 7. ADVANCE OF EXPENSES

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.

## SECTION 8. CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS

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

## SECTION 9. INSURANCE

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

## SECTION 10. FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN

This Article 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 Section 1 of this Article. Nothing contained in this Article 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.

## **ARTICLE XI RECORDS AND REPORTS**

### **SECTION 1. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

The Corporation shall keep at its principal executive office, the original or a certified copy of the articles and bylaws as amended to date.

### **SECTION 2. MAINTENANCE AND INSPECTION OF CORPORATE RECORDS**

The accounting books, records, and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors 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 either in written or typed form or in any other form capable of being converted into written, typed or printed form.

### **SECTION 3. INSPECTION BY DIRECTORS**

Every director shall have the absolute right at any reasonable time with cause to inspect all books, records and documents of every kind and the physical properties of the Corporation.

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 4. ANNUAL REPORT**

The Corporation shall provide to the directors, within one hundred twenty (120) days of the close of its fiscal year, a report containing the following information in reasonable detail, including an audit certified by a qualified independent accountant:

- (1) The assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

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

#### SECTION 5. FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 of each year through June 30 of the following year.

### **ARTICLE XII 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, and the term "person" includes both the corporation and a natural person.

### **ARTICLE XIII AMENDMENTS**

The bylaws of the Corporation may be adopted, amended, restated or repealed by the Board of Directors.

### **CERTIFICATE OF ADOPTION OF RESTATED BYLAWS**

This is to certify that the foregoing is a true and correct copy of the Restated Bylaws of the Corporation and that such Restated Bylaws were duly adopted by the Board of Directors of the Corporation on the date set forth on the title page hereof.

DATED: February 24, 2009

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Roslyn Gayler Secretary

Restated bylaws (2).doc