BYLAWS OF
BAKERSFIELD-KERN REGIONAL HOMELESS COLLABORATIVE, INC.
(a California Nonprofit Public Benefit Corporation)
(Amended October 28, 2026)

ARTICLE I
NAME

SECTION 1.01 CORPORATE NAME. The name of this corporation is the Bakersfield-Kern Regional Homeless Collaborative, Inc. ("Corporation").

ARTICLE II
OFFICES

SECTION 2.01 PRINCIPAL OFFICE OF THE CORPORATION. The principal office for this corporation shall be located at 2101 Oak Street, Bakersfield, CA 93301. The Executive Board ("Executive Board") is granted full power and authority to change such principal office from one location to another within California.

SECTION 2.02 OTHER OFFICES OF THE CORPORATION. The Executive Board may at any time establish a brand or subordinate office at any place or places where this corporation is authorized to conduct its activities.

ARTICLE III
PURPOSES

SECTION 3.01 GENERAL AND SPECIFIC PURPOSES. The corporation's general and specific purposes are described in its Articles of Incorporation and include a variety of charitable services and functions. The corporation shall serve as a regionally focused homelessness assistance coordination and related services organization, the purposes of which include but are not limited to serving as a Continuum of Care entity (42 U.S.C. § 11360 and 1131, et seq.).

ARTICLE IV
CONSTRUCTION AND DEFINITIONS

SECTION 4.01 CONSTRUCTION AND DEFINITIONS. Unless the context indicates 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 preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE V
DEDICATION OF ASSETS

SECTION 5.01 DEDICATION OF ASSETS. This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to one or more entities that are a California nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 50l(c)(3) of the Internal Revenue Code, as amended.

ARTICLE VI
MEMBERSHIP

SECTION 6.01 MEMBERSHIP. The corporation has "Members" as the term is defined in Section 5056 of the California Corporations Code. The membership of the Members in the corporation is not transferable. There are two types of Members: Organizational and Individual. Members shall meet, at a minimum, annually as called by the Board to review and update the corporation's goals and policies, including the Governance Charter, and to elect new Directors of the Governing Board. A majority of the full membership constitutes a quorum for ratifying the Governance Charter and the election of Directors of the Governing Board.

Section 6.01.01 Each Organizational Member shall annually designate up to three (3) individuals to serve as its representative to the corporation, subject to acceptance and approval of the Governing Board. Notwithstanding, each Organizational Member shall have one (1) vote at membership meetings.

SECTION 6.02 ASSOCIATES. Nothing in this Article VI shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Corporations Code.

SECTION 6.03 RIGHTS. The Members shall have the collective right to approve, as set forth in these bylaws, this corporation's elected directors of the board, on the disposition of all or substantially all of this corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve this corporation, and as otherwise required under the California Nonprofit Corporation Law (Cal. Corp. Code § 5000 et seq.).

ARTICLE VII
GOVERNING BOARD AND EXECUTIVE BOARD

SECTION 7.01 GENERAL POWERS. Subject to the powers of the Members, the applicable provisions and limitations of the California Nonprofit Public Benefit Corporation Law, the Continuum of Care Governance Charter as it may be amended from time to time (the "Charter"), the HEARTH Act of 2099 (42 U.S.C. §§11302 – 11304 and 11360-11378), and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of

the Governing Board and the Executive Board. Each individual appointed to the Governing Board or Executive Board may be referred to as a "Director" or "Board Member". The Governing Board and Executive Board may delegate the management of the corporation's activities to any person(s), infrastructure organization, management company or committees, however composed, 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 Boards.

SECTION 7.02 EXECUTIVE BOARD AND SPECIFIC POWERS. Without prejudice to the general powers set forth in section 7.01 of these Bylaws, but subject to the same limitations, the Executive Board shall have the power to:

a. Appoint and remove, at the pleasure of the Executive Board, the Executive Director (ED); prescribe powers and duties for them as are consistent with the Charter, the law, the Articles of Incorporation, and these Bylaws, and fix the ED's compensation.

b. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California.

c. Borrow money and incur indebtedness on the corporation's behalf 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.

d. Carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity in which it may lawfully engage.

e. Acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property.

f. Act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust.

g. Managing Request for Proposals ("RFP") protocol, contracting for services, preparing and submitting grant applications, and obtaining insurance.

h. Coordinating media relations.

DESIGNATED EXECUTIVE BOARD DIRECTORS.

(a) The Executive Board will include seven members, consisting of the following:

1. One Director from the City of Bakersfield, including the City Manager or designee.

2. One Director from the County of Kern, including the County Administrative Officer or designee.

3. Five Directors voted in from the Governing Board including:
    - Governing Board Chair
    - Governing Board Vice Chair
    - Governing Board Secretary
    - Executive Board Treasurer

SECTION 7.03 GOVERINING BOARD SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 7.01 of these Bylaws, but subject to the same limitations, the Governing Board shall have the power to:

a. Conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with the Charter, the law, the corporation's Articles of incorporation or these Bylaws.

b. Adopt and use a corporate seal and alter the form of the seal.

c. Conduct all activities as outlined in the Charter.

DESIGNATED GOVERNING BOARD OF DIRECTORS

(a) The number and qualifications for Governing Board of Directors shall be as designated in the Charter.

SECTION 7.04 TERMS OF OFFICE. The City Manager and County Administrative Officers or their designees shall be permanent appointments to the Executive Board of Directors. Executive Board Directors serving as subject matter experts shall hold office for two (2) years and until a successor director has been designated and approved. Notwithstanding the foregoing, the Directors of the Executive Board shall stagger their terms. The Governing Board terms shall be as designated in the Charter.

SECTION 7.05 INTERESTED PERSONS. No more than forty-nine percent (49%) of the Directors serving at any one time may be "interested persons." For purposes of this section, an "interested person" is: (a) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation, if any, paid to a director as a director; or (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person listed in (a) above. Any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 7.05.01 No Director may participate in Board discussions or vote in decisions concerning the award of a grant or other financial benefits to an organization which employs the Director, or on which the Director serves as a board member or officer. This applies only to direct awards, not discussions or votes related to policy.

Section 7.05.2 The Board shall comply with all conflicts requirements of the regulations promulgated by the Department of Housing and Urban Development at 24 CFR § 578.95.

SECTION 7.06 EVENTS CAUSING VACANCIES ON BOARDS. A vacancy on the Boards shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is

increased. The Boards may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Boards shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly qualified and elected.

SECTION 7.07 REMOVAL. A director may be removed at any time with or without cause by a two-third vote of the Boards subject to approval by a majority vote of the Members, or by a two- thirds vote of the Members.

SECTION 7.08 RESIGNATION. Subject to the provisions of Section 5226 of the California Corporations Code, any Director may resign effectively upon giving written notice to the Executive Director, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected by the Board and approved by the Members before such time, to take office when the resignation becomes effective.

SECTION 7.09 DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

SECTION 7.10 NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

SECTION 7.11 PLACE OF BOARD MEETINGS. Meetings shall be held at the principal office of the Corporation, or at any other place within or without the State of California that has been designated in the notice of the meeting, or if there is no notice, at such place as has been designated from time to time by resolution of the Board.

SECTION 7.12 ANNUAL MEETINGS. The Board shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as may be specified and noticed by the resolution of the Board.

SECTION 7.13 REGULAR MEETINGS. Regular meetings of the Boards, shall be held at such times and places as may from time to time be fixed by the Boards. Regular meetings of the Boards will be called, held and conducted in accordance with Board policy and the Charter. Items may be placed on the agenda by the Executive Director, the Chairperson of the Board, or any two Directors. Agendas for open and publicly noticed meetings as described in the Charter will be posted at least seventy-two hours prior to the meeting.

SECTION 7.14 SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, if any, the Executive Director, the Secretary, or any two directors. The party calling such special meeting shall determine the place, date and time thereof. Special meetings of the Board may be held only after each director has received twenty-four (24) hours' notice delivered personally or by any other means. Any such notice shall be addressed or delivered to each director at the director's address (or telephone or facsimile number, or electronic mail address, as applicable) as it is shown on the records of the corporation or as may have been given to the corporation by the director for purposes of notice.

Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver. Notice will be deemed waived by any Board member who is actually present at the meeting or at or prior to the meeting files a written waiver of notice with the Secretary of the Board.

SECTION 7.15 QUORUM. A majority of the actual number of directors shall constitute a quorum. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 7.16 PARTICIPATION IN MEETINGS BY TELECONFERENCE. Directors may participate in teleconference meetings so long as all the following requirements are complied with:

a. At a minimum, a quorum of the Board shall participate in the teleconference meeting from locations within Kern County if business of the Continuum of Care is on the agenda.

b. All votes taken during a teleconference meeting shall be by roll call;

SECTION 7.17 ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 7.18 CONDUCT OF MEETINGS. Meetings of the Board shall be presided over by a chairperson elected by a majority of the Directors then in office, or, if not elected, by the President. The Secretary shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

SECTION 7.19 FEES AND COMPENSATION. Directors shall serve without compensation for their service. The Board may approve the reimbursement of a director's actual and necessary expenses incurred when conducting the corporation's business.

SECTION 7.20 STANDARD OF CARE. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee upon which the Director may serve, 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. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

a. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

b. Counsel, independent accountants, or other persons as to matters that the Director believes to be within such person's professional or expert competence; or

c. A committee upon which the Director does not serve as to matters within its designated authority, which committee the Director believes to merit confidence; provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

SECTION 7.21 CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more Directors, and if desired by the Board, one (1) or more Member representatives, to serve at the pleasure of the Board. Appointments to committees of the Board shall be approved or designated by the Chairperson of the Board. The Chairperson may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Annually, each committee will elect a Committee Chair to preside at committee meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. A Vice Chair will also be elected annually to fulfill the duties of the Chair if absent or disabled. Any such committee may have the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of a majority of all Board members;

b. Fill vacancies on the Board or any committee of the Board;

c. Amend or repeal Bylaws or adopt new bylaws;

d. Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to repeal;

e. Create any other committees of the Board or appoint the members of committees of the Board; or

f. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest.

SECTION 7.22 Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board's resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

SECTION 7.23 NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation. The corporation may carry liability insurance respecting the conduct of the corporation's business by the Directors.

SECTION 7.24 COMPLIANCE WITH BROWN ACT. All meetings shall be noticed and conducted in compliance with the requirements of the Brown Act (Gov. Code§ 54950 et seq.).

ARTICLE VIII
OFFICERS OF THE CORPORATION

SECTION 8.01 REQUIRED OFFICERS. The officers of this corporation shall be a Executive Director, a Secretary, and a Treasurer/ Chief Financial Officer.

SECTION 8.02 PERMITTED OFFICERS. The corporation, at the Board's direction, may also have a Chairperson of the Board, a chief operating officer, one or more Vice-Presidents, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may appointed be under Article VIII, Section 8.05 of these Bylaws. Each officer shall hold office for such period, have such authority, and perform such duties as the Board at its pleasure may from time-to-time determine.

SECTION 8.03 DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer/ Chief Financial Officer may serve concurrently as either the Executive Director or the Chairperson of the Board.

SECTION 8.04 ELECTION OF OFFICERS. The officers of this corporation shall be chosen by the Board and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors are elected and qualified, subject to the rights of an officer, if any, under any employment contract.

SECTION 8.05 SUBORDINATE OFFICERS. The Board may appoint and may empower the chairperson of the Board or the Executive Director to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties are provided in these Bylaws or as the Board may from time to time determine.

SECTION 8.06 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. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

SECTION 8.07 RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

SECTION 8.08 VACANCIES IN OFFICE. 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 normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

SECTION 8.09 EXECUTIVE DIRECTOR. Subject to the control of the Board, and subject to the Executive Director's contract of employment, if any, the Executive Director is the general manager and chief executive officer of the corporation and shall supervise, direct and control the business and officers of the corporation. The Executive Director has the general powers and duties of management usually vested in the office of Executive Director and such other powers and duties as may be prescribed from time to time by the Board.

SECTION 8.10 CHAIRPERSON OF THE BOARD. If a Chairperson of the Board is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

SECTION 8.11 VICE-CHAIR. If the Chair is absent or disabled, the Vice-Chair designated by the Board, shall perform all duties of the Chair. When so acting, a Vice-Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice-Chair shall have such other powers and perform such other duties as the Board or these Bylaws may require.

SECTION 8.12 SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all directors and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all directors promptly after the meetings. The Secretary shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the treasurer. In general, the Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

SECTION 8.13 TREASURER/ CHIEF FINANCIAL OFFICER. The Treasurer/ Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer/ Chief Financial Officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Board at all reasonable times. The Treasurer/ Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (b) disburse the corporation's funds as the Board may order; (c) render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer/ Chief Financial Officer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the Bylaws may require.

ARTICLE IX
TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

SECTION.01 CONTRACTS WITH DIRECTORS. The Corporation shall not enter into a contract or transaction in which a Director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors have a material financial interest) unless all of the following apply:

a. The Director with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the Board meeting minutes.

b. The Director with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation in the proposed contract or transaction (i.e., the interested Director who recuses himself/herself shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken).

c. Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose.

d. 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.

e. The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

SECTION 9.02 INTERESTED DIRECTOR'S VOTE. In determining whether the Board validly met to authorize or approve a self-dealing transaction, an Interested Director may be counted to determine the presence of a quorum, but an Interested Director's vote may not be counted toward the required majority for such authorization, approval, or ratification.

SECTION 9.03 CONTRACTS OR TRANSACTIONS WITH MUTUAL DIRECTORS. No contract or other transaction between the corporation and any corporation, firm, or association of which one or more of the corporation's directors is a director is either void or void-able because such director is present at the meeting of the Board or committee thereof which authorizes, approves, or ratifies the contract or transaction if:

a. The material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director; or

b. As to contracts or transactions not approved as provided in subsection a. of this Section, the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved, or ratified.

Notwithstanding the foregoing, this Section shall not apply to self-dealing transactions described in Section 9.01 of this Article above.

ARTICLE X
LOANS TO DIRECTORS AND OFFICERS

SECTION 10.01 CORPORATE LOANS AND ADVANCES. The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

ARTICLE XI
INDEMNIFICATION

SECTION 11.01 INDEMNIFICATION. To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code. On written request to the Board of Directors by any person seeking indemnification under Corporations Code section 5238(6) or section 5238(c), the Board of Directors shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(6) or section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

SECTION 11.02 OTHER INDEMNIFICATION. No provision made by this corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which either may otherwise be entitled.

ARTICLE XII
INSURANCE

SECTION 12.01 INSURANCE. This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE XIII
MAINTENANCE OF CORPORATE RECORDS

SECTION 13.01 MAINTENANCE OF CORPORATE RECORDS. This corporation shall keep:

a. Adequate and correct books and records of account;

b. Written minutes of the proceedings of Board and committees of the Board; and

c. Such reports and records as required by law.

ARTICLE XIV
INSPECTION RIGHTS

SECTION 14.01 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This corporation shall keep at its principal California office the original or a copy of the Article of Incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

SECTION 14.02 DIRECTORS' AND MEMBERS' RIGHT TO INSPECT. Each Director and Member shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, as permitted by California and federal law. The inspection may be made in person or by the director's or Member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of confidential information) pertaining to access to books, records, and documents.

SECTION 14.03 ACCOUNTING RECORDS AND MINUTES. On written demand on the corporation, any director or Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the Member's rights or a director's interest as a director. Any such inspection and copying may be made in person or by the Member's or director's agent or attorney.

ARTICLE XV
REQUIRED REPORTS

SECTION 15.01 ANNUAL REPORTS. The Board shall cause an annual report to be sent to the Board and the Members within 120 days after the end of the corporation's fiscal year, or as soon thereafter as is practicable. That report may contain the following information, in reasonable detail:

a. The assets and liabilities, including the trust funds, or the corporation as of the end of the preceding fiscal year;

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

c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes, for the preceding fiscal year;

d. The corporation's expenses or disbursement for both general and restricted purposes during the preceding fiscal year;

e. Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law, with respect to the preceding fiscal year.

f. The report required by this Article shall be accompanied by an independent accountant's report or if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

SECTION 15.02 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors and the Members, or as a separate document if no annual 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 and Member a statement of any transaction or indemnification of the following kind:

a. Any transaction (i) in 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 this purpose, 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 and the nature of their interest.

ARTICLE XVI
AMENDMENT OF BYLAWS

SECTION 16.01 BYLAW AMENDMENTS. The Governing Board may adopt, amend, or repeal Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the authorized number of directors. In addition, any amendment to these bylaws requires the approval of the Members.

ARTICLE XVII
FISCAL YEAR

SECTION 1701 FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.