

**Amended and Restated Bylaws**  
**of**  
**The Multicultural Institute**  
**(a California Nonprofit Public Benefit Corporation)**

Original Bylaws Adopted on July 13, 1995

Amended on March 17, 2011

Revised and Restated on October 17, 2017

Amended and Restated on April 27, 2022

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**AMENDED AND RESTATED BYLAWS**  
**OF**  
**THE MULTICULTURAL INSTITUTE**  
**(a California Nonprofit Public Benefit Corporation)**

Adopted on April 27, 2022

**ARTICLE 1: NAME AND OFFICES**

**1.1 Corporate Name.** The name of this corporation shall be The Multicultural Institute (hereafter referred to as “Corporation”).

**1.2 Principal Office.** The principal office for the transaction of the Corporation’s business is located at 1920 Seventh Street, Berkeley, California 94710. The location of the principal office may be changed to another location within California by the Board of Directors (the “Board”).

**1.3 Subordinate and Other Offices.** The Corporation has two subordinate offices located at 3600 MacDonald Avenue, Richmond, California 94805 and at 533 Warrington Avenue, Redwood City, California 94063. The locations of subordinate and other offices may be changed and new offices may be established by the Board at locations within California.

**ARTICLE 2: STATEMENT OF PURPOSE**

**2.1 General Purpose.** The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Corporation is organized under the California Nonprofit Public Benefit Corporation Law (California Corporations Code (“Corp. Code”) Section 5110 et seq.) for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time.

**2.2 Specific Purpose.** The Corporation’s specific charitable purpose is to assist immigrants in their transition from poverty and isolation to prosperity and participation. The core constituencies are underprivileged immigrant families and other low-income youth and adults lacking access to critical services in the areas of employment, education, health, legal, and immigration.

**2.3 Prohibited Activities.** Notwithstanding any provisions of the Articles of Incorporation or these Bylaws, the Corporation shall not, except to an insubstantial degree, carry on any activities or exercise any powers that are not in furtherance of the purposes specified above of the Corporation; and the Corporation shall not carry on any activities prohibited by Internal Revenue Code Section 501(c)(3), as from time to time amended, or the corresponding provisions of any future tax code.

**2.4 Political Activities.** The Corporation is organized and operated exclusively for the charitable purposes described above within the meaning of Internal Revenue Code Section 501(c)(3), and it shall be nonprofit and nonpartisan. No substantial part of the Corporation’s

activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

**2.5 Irrevocable Dedication of Assets.** The Corporation's property is irrevocably dedicated to charitable purposes as described above. No part of the net income or assets of the Corporation shall ever inure to the benefit of any Directors, Officers, or members thereof, or to the benefit of any private person. Upon liquidation or dissolution of the Corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes meeting the requirements of California Revenue and Taxation Code Section 214.

### **ARTICLE 3: MEMBERSHIP**

The Corporation shall have no members. Any action for which there is no specific provision in the California Nonprofit Public Benefit Corporation Law applicable to a Corporation which has no members and which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. Nothing in this Article shall be construed as limiting the right of the Corporation to refer to persons or entities associated with it as "members."

### **ARTICLE 4: BOARD OF DIRECTORS**

#### **4.1 Number and Qualifications**

**4.1.1 Number of Directors.** The authorized number of Directors of the Corporation ("Directors") shall be not less than seven (7) nor more than fifteen (15). The authorized number of Directors is set at 15 as of the adoption of these Bylaws, but may be fixed from time to time by resolution of the Board within the limits in this Section 4.1.1. While not a member of the Board, the Executive Director or a staff designee shall generally attend Board meetings and activities to provide staff support.

**4.1.2 Qualifications of Directors.** Each Director shall be an individual at least eighteen (18) years of age. It is the intent of the Corporation that the Directors shall represent a diversity of perspectives, knowledge, skills, and backgrounds, including low to moderate income residents and representatives of businesses and neighborhood organizations located in the Corporation's geographic area of operation. Such diversity will better enable the Board to make informed, well-balanced decisions regarding governance and activities of the Corporation. To qualify for the Board, a Director must be able and continue to fulfill the following responsibilities:

- (a) Perform any and all duties imposed on Directors by law, by the Articles of Incorporation, or by the Bylaws.
- (b) 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 that the Director believes to be in the best interests of the Corporation and consistent with applicable laws, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

- (c) Stay informed about the organization's activities, participate in Board decision-making, and serve on at least one committee.
- (d) Attend Board meetings, training sessions, and special events, with a Director subject to removal for missing more than half of the meetings of the Board in any twelve (12) month period.
- (e) Comply with the Corporation's conflict of interest and ethics policies.
- (f) Review the Articles of Incorporation and these Bylaws regularly and act in compliance with the requirements therein.
- (g) Make a meaningful personal financial contribution and ask others to join in making contributions to the organization.
- (h) Provide to the Corporation and maintain current the physical address(es), phone number(s), and electronic email address(es) at which the Director consents to receive meeting notices and other communications from the Corporation.

**4.1.3 Composition of the Board.** Not more than forty-nine percent (49%) of the Directors may be "interested persons" as that term is defined in Corp. Code Section 5227, because they or family members specified therein are currently receiving compensation from the Corporation. However, any violation of this Section does not affect the validity or enforceability of any transaction entered into by the Corporation.

**4.2 Powers of the Board.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to the Articles of Incorporation and these Bylaws, the Corporation's activities and affairs shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may adopt policies and procedures not inconsistent with applicable laws, the Articles of Incorporation, and these Bylaws and may delegate the management of the activities of the Corporation to any person or persons, committee however composed, or management company, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**4.3 Term of Office.** The term of a Director who is elected, or whose term is renewed, shall be at least three years and up to four years, as follows. If a Director is elected or a term is renewed at an annual meeting, the term shall begin at the conclusion of that annual meeting, unless specified otherwise, and shall end at the conclusion of the third consecutive annual meeting thereafter. The term of a Director who is elected, or whose term is renewed, at any time other than an annual meeting shall begin on the date elected, unless specified otherwise, and end at the conclusion of the fourth consecutive annual meeting thereafter. A Director shall hold office until the expiration of the term for which elected or renewed and until a successor is elected and qualified, or until that Director's earlier resignation or removal in accordance with Section 4.4.2 and Section 4.4.3 of these Bylaws. Each Director may be elected to no more than two (2) full terms as described in this bylaw unless additional term(s) of office are approved by a majority of the Directors then in office. The Secretary shall maintain records regarding commencement of each current Director's term(s) of office.

#### **4.4 Vacancies on the Board**

**4.4.1 Vacancies.** A vacancy or vacancies on the Board shall be deemed to exist whenever, for any reason including the resignation, removal, disqualification, or death of any Director, the total number of Directors in office is less than the number of Directors authorized consistent with Section 4.1.1 of these Bylaws.

**4.4.2 Resignation of Directors.** Except as provided in this Bylaw, any Director may resign by giving written notice to the Chair of the Board, the Secretary, or the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to be effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. However, no Director may resign when the Corporation would be left without a duly elected Director or Directors, except upon notice to the California Attorney General.

**4.4.3 Removal of Directors.** The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with Corp. Code Section 5230) of the California Nonprofit Public Benefit Corporation Law or, if at the time a Director is elected, the Bylaws provide that a Director may be removed for missing a specified number of Board meetings, fails to attend the specified number of Board meetings. The Board, by a majority vote of the Directors who meet all of the required qualifications to be a Director, may declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office. A Director may be removed without cause if the removal is approved by a majority of the Directors then in office. No reduction in the authorized number of Directors shall have the effect of removing any Director before that Director's term expires unless the Board action also provides for removal of that specified Director in accordance with these Bylaws.

**4.4.4 Election of Directors.** The Board may elect a Director or Directors to fill vacancies or to succeed Directors whose terms are expiring or who have continued to serve after their terms have expired and, pursuant to Section 4.3, may renew the term of an existing Director. As permitted by Corp. Code Section 5224, if the number of Directors then in office is less than a quorum, the Board may elect a Director or Directors by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office, or (iii) a sole remaining Director. The Board may adopt procedures by resolution for election of Directors. In the absence of Board action otherwise, the election process shall include:

- (a) Any current Director or the Executive Director may submit to the Board the name(s) of suggested persons for consideration for election as Director.
- (b) The Chair and the Vice Chair of the Board if they are available, or Directors they designate, shall assess and advise the Board regarding suggested candidates. Such evaluation shall consider the suggested candidate's potential contributions to enhance the skills and backgrounds of the Board relevant to the needs of the Corporation and the candidate's interest and commitment to the purposes of the Corporation. The candidate shall be asked about potential conflicts of interest and may be provided a copy of the Corporation's conflict of interest and ethics policies. If the Chair and

Vice Chair, or their designees, are satisfied with the qualifications, they may submit the names along with resumes or other support for Board consideration.

- (c) The Chair shall place an item on the agenda of the Annual Meeting or other appropriate meeting for the Board's consideration. The Chair may ask the prospective candidate(s) to attend the Board meeting, at which the candidate(s) will have an opportunity to make a statement regarding their qualifications and respond to questions from the Board. Afterward, the Board may have a closed session to consider the candidate(s). The Chair may ask for nominations, at which time any Director may submit nominations not limited to persons submitted for Board consideration by the Chair and Vice Chair. Following discussion, the Chair may call for a vote, defer the matter to a later date, or take other steps as appropriate.

## **4.5 Meetings**

**4.5.1 Regular Meetings.** The Board shall provide for its regular meetings. It is the intent of the Board to meet at least quarterly or as needed; provided however, that the Board shall hold at least four regular meetings each year, including an Annual Meeting for the election of Officers and Directors and for other general business. The date, hour and place of the holding of the regular meetings shall be fixed by the Board.

**4.5.2 Special Meetings.** Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, or the Vice Chair, or the Secretary, or any two Directors.

**4.5.3 Notice of Meetings.** Except for regular meetings whose time and place are set in advance by the Board, notice of all regular and special meetings of the Board shall be given by the Chair of the Board or the Secretary or a designee, at least four (4) days in advance of the meeting by first-class mail; or forty-eight (48) hours in advance if notice is delivered personally, by telephone, or by electronic transmission; or within the minimum notice period otherwise required by law. The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice also shall include any information needed to facilitate remote participation. The notice need not specify the purpose of the meeting.

Notice requirements for an adjourned meeting after a meeting has been adjourned to another time and place are contained in Section 4.5.10 of these Bylaws. Notice requirements for Board meetings in an Emergency are contained in Article 7 of these Bylaws.

**4.5.4 Waiver of Notice.** Notice of a meeting of the Board need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. 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 meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to that Director.

**4.5.5 Meeting Locations; Meetings by Telephone or Electronic Communications.** Meetings of the Board shall be held either at the Corporation's principal office, as established in Article 1, or at such other places either within or outside California as designated by the Board. Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or electronic transmission, and a meeting may be held with all



participation occurring through such means. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- (a) Each Director participating in the meeting can communicate with all of the other Directors concurrently.
- (b) Each Director is provided the means of participating in all matters before the Board including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

**4.5.6 Quorum.** A majority of the number of Directors then in office shall constitute a quorum for the transaction of any business except as provided otherwise by law, the Articles of Incorporation, or these Bylaws. A quorum shall not be less than one-fifth of the number of Directors authorized pursuant to these Bylaws, or less than two, whichever is larger, unless the number of authorized Directors is one, in which case one Director constitutes a quorum. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to transact business until adjournment, even if enough Directors have withdrawn to leave less than a quorum, subject to vote requirements in Sections 4.5.8 and 4.5.9 of these Bylaws or as provided otherwise by law. Quorum requirements for Board action during an Emergency are contained in Article 7.

**4.5.7 Voting.** Each Director shall have one vote on each matter presented to the Board for action. The casting of votes may be done by any reasonable method. Directors shall not vote by proxy.

**4.5.8 Minimum Vote Requirements for Valid Board Action.** Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a different number of votes is required by law, the Articles of Incorporation, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business after a quorum has been lost, if any action thereafter taken (other than adjournment) is approved by at least a majority of the Directors required to constitute a quorum or such greater number as may be required by law, the Articles of Incorporation, or these Bylaws. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the number of Directors in office is less than a quorum, the Board may take action only as permitted by law. Minimum vote requirements during an Emergency are contained in Article 7.

**4.5.9 When a Greater Vote Is Required for Valid Board Action.** The following actions, and other actions if so provided by law, shall require approval by a majority of Directors then in office in order to be effective, except as provided in Article 7:

- (a) Creation of Committees of the Board (but not other types of committees) as provided in Corp. Code Section 5212 and Section 5.1 of these Bylaws.
- (b) Removal of a Director for failure to meet all the required qualifications to be a Director as provided in Corp. Code Section 5221 and Section 4.4.3 of these Bylaws.

- (c) Removal of a Director without cause as provided in Corp. Code Section 5222 and Section 4.4.3 of these Bylaws.
- (d) Approval of self-dealing transactions, consistent with Corp. Code Section 5233(d) and as provided in Article 9 of these Bylaws.
- (e) Approval of transactions regarding which there a conflict of interest, other than self-dealing transactions, as provided in Article 9 of these Bylaws.
- (f) Approval of more than two (2) terms of office for a Director as provided in Section 4.3 of these Bylaws.
- (g) Amendment or repeal of Bylaws or adoption of new Bylaws as provided in Section 12.3 of these Bylaws.

**4.5.10 Adjourned Meeting and Notice.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and 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. Such notice may be waived in the manner provided for in Section 4.5.4 of these Bylaws.

**4.5.11 Conduct of Meetings.** Meetings of the Board shall be presided over by the Chair of the Board or, if the Chair of the Board is absent, by the Vice Chair of the Board or, in the absence of each of these persons, by a chairperson of the meeting chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding Director shall appoint another person to act as Secretary during the meeting. Meetings may be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with law, the Articles of Incorporation, or these Bylaws.

**4.5.12 Closed Meetings.** Any meeting or portion of any meeting of the Board may be closed to persons who are not Directors for consideration of the following matters: budget, personnel, conflict of interest, legal actions, Board internal affairs, and any other matter as determined by the Board. The Board may invite persons who are not Directors to attend portions, or all, of such closed meetings. As determined by the Board, any person may be excluded from portions, or all, of such closed meetings. All matters discussed during closed meetings are subject to confidentiality unless and only to the extent determined otherwise by the Directors present at the closed meeting. If the Board excludes one or more Directors from a closed meeting, the Board shall not vote on any matter during such closed meeting.

**4.6 Action by Unanimous Consent.** Subject to the provisions in Corp. Code Section 5211(b), any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent without a meeting shall have the same force and effect as a unanimous vote of the Directors.

**4.7 Compensation of Directors and Committee Members.** Directors and members of committees, other than employees of the Corporation, may not receive any compensation for their services related to their duties as Directors or committee members, except that

extraordinary expenses incurred in the performance of such duties may be reimbursed if approved by the Board at its discretion on a case-by-case basis and without counting the vote of any Director seeking reimbursement. Indemnification of proceeding-related costs incurred by Agents of the Corporation is addressed in Article 8 of these Bylaws.

## **ARTICLE 5: COMMITTEES**

**5.1 Creation and Powers of Board Committees.** The Board, by resolution adopted by a majority of the Directors then in office, may create one or more Board committees, each consisting of at least two (2) or more Directors to serve at the pleasure of the Board. Appointments to such committees shall be approved by the Board, unless provided otherwise by these Bylaws or by Board resolution. The Board may appoint one (1) or more Directors as alternate members of such committee, who may replace any absent member at any meeting of the committee. Any Board committee, to the extent provided in these Bylaws or by Board resolution, shall have all the authority of the Board except that, pursuant to Corp. Code Section 5212, no committee may:

- (a) Elect Directors or fill vacancies in any committee that has the authority of the Board.
- (b) Amend or repeal Bylaws or adopt new Bylaws.
- (c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- (d) Create any other committee of the Board or appoint the members of committees of the Board.
- (e) Approve any self-dealing transaction except as provided in Corp. Code Section 5233(d)(3).

Each Board committee shall report on any action it has taken at the Board's next meeting or as the Board may otherwise require.

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Board committee, increase or decrease (but not below two) the number of members of a Board committee, and fill vacancies in a Board committee from the members of the Board.

**5.2 Executive Committee.** The Executive Committee shall be a Board committee pursuant to Section 5.1 above. The Chair of the Board, Vice Chair, Secretary, and Chief Financial Officer shall be ex officio members of the Executive Committee and the Board may appoint one (1) at-large Director to the Executive Committee. The Board may appoint one or more Directors as alternate members of the Executive Committee, who shall have the right to attend all meetings of the Executive Committee and may replace any absent member at any meeting of the Executive Committee. At-large and alternate members of the Executive Committee shall serve, at the pleasure of the Board, until the next Annual Meeting and until their successors are appointed and qualified, unless they resign from the committee or cease being a Director. The Executive Director or a staff designee shall generally attend the Executive Committee meetings and activities to provide staff support.



The Executive Committee shall have authority to act in such matters as are specifically delegated by these Bylaws or by Board resolution. In consultation with the Executive Director, the Executive Committee shall plan Board meetings and Board meeting agendas. The Executive Committee may develop and make recommendations to the Board regarding governance issues that have not been delegated to other committees. If an urgent matter requires immediate action and the Executive Committee determines that a quorum of the Board cannot be readily convened for action, the Executive Committee shall have the authority to exercise any of the powers and authority of the Board to take immediate action on such matters subject to law, the Articles of Incorporation, these Bylaws, and any applicable Board resolutions.

**5.3 Audit Committee.** For any fiscal year in which the Corporation receives or accrues gross revenues of Two Million Dollars (\$2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, and for any other fiscal year if so determined by the Board, the Board shall create and maintain an Audit Committee consistent with the requirements of Government Code Section 12586(e). The Audit Committee shall be a Board Committee pursuant to Section 5.1 of these bylaws. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board.

**5.4 Meetings and Actions of Board Committees.** Subject to law, the Articles of Incorporation, and these Bylaws, meetings and action of all Board committees shall be governed by, noticed, held, and taken in accordance with the Bylaws in Article 4 concerning meetings and action of the Board, with such changes in the text of such Bylaw provisions as are necessary to substitute the Board committee and its members for the Board and its members. The time for regular meetings of Board committees may be determined by either the Board or the committee and special meetings of any Board committee may be called by the Chair of such committee or by the Board. Notice of special meetings of Board committees shall be given to each member and each alternate member of the committee. Minutes shall be kept of each meeting of any Board committee and shall be filed with the corporate records. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee. In the absence of rules adopted by the Board, the Board committee may adopt such rules.

**5.5 Quorum and Voting Rules for Board Committees.** A majority of the number of Board committee members shall constitute a quorum for the transaction of business, except to adjourn. Every act taken or decision made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee, subject to any provisions of law or these Bylaws that require a majority vote of the Board or require that the vote of certain Directors not be counted. A majority of the committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

**5.6 Other Committees.** The Board may create other committees that do not exercise the authority of the Board and that may include persons regardless of whether they are Directors. Such non-Board committees shall operate subject to the Board's oversight and may be called, for example, "Working Groups" or "Advisory Committees." The Board may assign responsibilities to non-Board committees as permitted by law and may modify such committees and their responsibilities at any time.

## **ARTICLE 6: OFFICERS**

**6.1 Officers.** The officers of the Corporation shall be a Chair of the Board, a Vice Chair of the Board, a Secretary, a Chief Financial Officer (also called “Treasurer”), and an Executive Director (also called “Chief Executive Officer”).

**6.2 Election of Officers.** The Officers of the Corporation shall be chosen by the Board. Any of the Chair of the Board, Vice Chair of the Board, Secretary, and Chief Financial Officer positions may be held by the same person, except that no person serving as Secretary or Chief Financial Officer may serve concurrently as Chair of the Board. Except for the Executive Director, Officers shall be chosen from among the Directors, shall be elected on an annual basis, and shall serve until a successor is chosen or until the person holding the Office ceases to be a Director. The Board shall hire the Executive Director and shall specify the Executive Director’s term of office and other conditions of employment.

**6.3 Officer Vacancies.** A vacancy in an office shall be deemed to exist upon the resignation, removal, disqualification, or death of the Officer. Subject to the terms of any contract of employment and without prejudice to any rights of the Officer or the Corporation under the contract, Officers shall serve at the pleasure of the Board and any Officer may resign at any time upon giving written notice to the Chair of the Board, the Secretary, or the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to be effective. If an Officer’s resignation is effective at a later time, the Board may choose a successor to take office as of the date when the resignation becomes effective.

In the event of a vacancy during the term of an Officer who is elected on an annual basis, the Board may elect an Officer to fill the vacancy, and the Officer so elected shall hold office until the election of a successor. The Chair of the Board may appoint an interim Officer to serve until the Board fills an Officer vacancy. Interim appointments for elected Officer vacancies shall be chosen from among the Directors then in office. If the Chair of the Board is unavailable, an interim Officer appointment may be made by another Officer who is a Director, in order of seniority as an Officer.

**6.4 Duties of Chair of the Board.** The Chair of the Board shall preside over the meetings of the Board and shall be an ex officio member of the Executive Committee and preside over its meetings. The Chair of the Board shall exercise and perform such other powers and duties as may be assigned by the Board or as required by law, by the Articles of Incorporation, or by these Bylaws. If there is no Executive Director, the Chair of the Board shall be the chief executive and shall have the powers and duties prescribed in Section 6.8.

**6.5 Duties of Vice Chair of the Board.** The Vice Chair of the Board shall assist the Chair of the Board in the duties of that office. If the Chair of the Board is absent or disabled, the Vice Chair of the Board shall perform the duties of the Chair of the Board and, when so acting, shall have all the powers and duties of that office. The Vice Chair of the Board shall be an ex officio member of the Executive Committee and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

**6.6 Duties of Secretary.** The Secretary shall keep or cause to be kept, at the Corporation’s principal office or such other place as the Board may direct, minutes of all meetings,

proceedings, and actions of the Board and of committees of the Board. The Secretary shall also keep or cause to be kept at the Corporation's principal office a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice to all meetings of the Board, and of committees of the Board that these Bylaws require to be given. The Secretary shall certify a true copy of the Bylaws; the minutes of the Board, any Board committee, or other meeting; and any resolution of the Board or Board committee as needed. The Secretary shall be an ex officio member of the Executive Committee and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

**6.7 Duties of Chief Financial Officer.** The 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 Chief Financial Officer shall send or cause to be sent to the Directors such financial statements and reports as are required to be given by law, these Bylaws, or the Board. The Chief Financial Officer shall be an ex officio member of the Executive Committee and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

**6.8 Duties of Executive Director.** The Executive Director shall be hired by the Board and shall be the Chief Executive Officer of the Corporation. Subject to direction by the Board, the Executive Director shall supervise, direct, and control the Corporation's day-to-day activities, business, and affairs and shall be the principal representative of the Corporation to the public, government agencies, and other public and private entities. The Executive Director shall oversee administrative, financial, and program operations, including all personnel matters, and shall be empowered to hire, supervise, and fire employees of the Corporation, subject to the rights, if any, of the employee under any contract of employment. The Executive Director shall negotiate and ensure compliance with the Corporation's contracts, grants, and other agreements. The Executive Director or a staff designee shall generally attend all Board and Executive Committee meetings to provide staff support and shall report to the Board on a regular and as-needed basis regarding the activities, affairs, and financial condition of the Corporation. The Executive Director shall have such other powers and duties as may be prescribed by the Board or these Bylaws and may delegate the position's responsibilities and powers subject to direction by the Board.

**6.9 Compensation of Officers.** Officers other than the Executive Director may not receive any compensation for their services related to their duties as Officers, except that extraordinary expenses incurred in the performance of such duties may be reimbursed if approved by the Board at its discretion on a case-by-case basis and without counting the vote of the Officer seeking reimbursement. The Board, or an authorized committee of the Board, shall review and approve the Executive Director's compensation, including benefits, to ensure that such compensation is just and reasonable. Consistent with Government Code Section 12586(g), review and approval of the Executive Director's compensation shall occur initially upon hiring, whenever the term of employment is renewed or extended, and whenever the compensation is modified. Indemnification of Agents is addressed in Article 8 of these Bylaws.

## **ARTICLE 7: EMERGENCY PROVISIONS**

**7.1 Conduct of Business Affairs in an Emergency.** The bylaws in this Article 7 contain provisions for the management and conduct of business affairs of the Corporation in anticipation of and during an Emergency, in accordance with Corp. Code Sections 5140(n) and 5151(g). All provisions of the regular Bylaws consistent with the Emergency Bylaws in Section 7.4 shall remain effective during an Emergency and the Emergency Bylaws in Section 7.4 shall not be effective after the Emergency ends.

**7.2 When Applicable.** For purposes of this Article 7, "Emergency" means any of the following events or circumstances as a result of which, and only so long as, a quorum of the Board or a Board committee cannot be readily convened for action in accordance with the notice and quorum requirements in the regular 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, drought, epidemic, pandemic, or disease outbreak, or, regardless of cause, any fire, flood, or explosion.
- (b) An attack on or within this State or on the public security of its residents by an enemy of this State or on the nation by an enemy of the United States of America, or upon receipt by this State of a warning from the federal government indicating that any such enemy attack is probable or imminent.
- (c) An act of terrorism or other manmade 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.
- (d) A state of emergency proclaimed by the Governor of this State, including any person serving as Governor in accordance with Section 10 of Article V of the California Constitution and Section 12058 of the Government Code, or by the President of the United States of America.

**7.3 Board Actions in Anticipation of an Emergency.** In anticipation of an Emergency, the Board may take the following actions as necessary to conduct the Corporation's business operations and affairs:

- (a) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or other agent resulting from the Emergency.
- (b) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the Officers to do so.
- (c) Designate additional or substitute Directors or Board committee members who may serve in those roles during an Emergency.
- (d) Take any action that it determines to be necessary or appropriate to respond to an emergency, mitigate the effects of an emergency, or comply with lawful federal and state orders.



- (e) Adopt, amend, or repeal Emergency Bylaws, which may contain any provision, not in conflict with the Articles of Incorporation, to manage and conduct the business affairs of the Corporation effective only in an Emergency.

**7.4 Emergency Bylaws for Board Actions.** During an Emergency, the Board may take any of the following actions, not in conflict with the Articles of Incorporation, as necessary to manage and conduct the Corporation's business operations and affairs.

**7.4.1 Special Meetings.** During an Emergency, the Chair of the Board, or the Vice Chair, or the Secretary, or any two Directors, or one Director and the Executive Director, may call a special meeting of the Board.

**7.4.2 Notice of Meetings.** During an Emergency, notice of any meeting of the Board may be given in any practicable manner under the circumstances when notice of a meeting cannot be given in the manner prescribed by Corp. Code Section 5211 or in the regular Bylaws. Under such circumstances, notice of a meeting may be given by any means practicable at the time and must be given to all Directors as it is practicable to reach and with as much advance notice as practicable at the time.

**7.4.3 Quorum.** At a Board meeting held during an Emergency, the following steps shall be used as necessary to achieve a quorum for the transaction of business during that meeting:

- (a) The Executive Director, if present, may be deemed a Director to replace an absent Director at the Board meeting.
- (b) If the Board has designated substitute Directors, persons so designated, if present, may be deemed to be substitute Directors to replace absent Directors at the Board meeting.
- (c) A quorum for the Board meeting shall be achieved if the steps in (a) and (b) result in a number of Directors and substitute Directors who are present and, in combination, equal to a majority of the number of Directors then in office.
- (d) If the steps in (a) and (b) do not result in a number of Directors and substitute Directors who are present and, in combination, equal to a majority of the number of Directors then in office, the number of Directors and substitute Directors who are present shall constitute a quorum for the Board meeting.
- (e) The Directors and substitute Directors who are present at a duly called and held Board meeting at which a quorum has been achieved may transact business until adjournment. If Directors and/or substitute Directors withdraw after a quorum is achieved, a quorum for the Board meeting may be achieved again using the procedures above.

**7.4.4 Determination of an Emergency.** If a meeting is held and a quorum is achieved pursuant to Section 7.4.3, a majority of the Directors and substitute Directors who are present must determine that an Emergency exists before transacting any other business, except adjournment, pursuant to these Emergency Bylaws.

**7.4.5 Board Actions During an Emergency.** Subject to the Articles of Incorporation, during an Emergency the Board may take any of the following actions:

- (a) Any action that it determines to be necessary or appropriate to respond to the Emergency, mitigate the effects of the Emergency, or comply with lawful federal and state government orders.
- (b) Any action that it determines to be necessary or appropriate to manage and conduct the business affairs of the Corporation.
- (c) Any action described in Section 7.3.

Every act taken or decision made by the Board during an Emergency must be approved by a majority of the Directors and substitute Directors at a meeting at which a quorum is present, without counting the vote of any Director whose vote would be excluded by the regular Bylaws.

**7.4.6 Board Committee Actions During an Emergency.** Meetings of Board committees during an Emergency shall be governed by, noticed, held, and action taken in accordance with the above Emergency Bylaws regarding Board meetings with such changes in the text of such provisions as are necessary to substitute the Board committee and its members and substitut members, for the Board and its members and substitute members, subject to the following:

- (a) The Chair of a Board committee, or any two members of the committee, or one committee member and the Executive Director, may call a special meeting of the Board committee.
- (b) Notice shall be given to the extent practicable to each member and each alternate member of the Board committee.
- (c) Any alternate members of the Board committee and any other Directors who are present may be deemed substitute members of the committee to replace absent committee members.
- (d) A Board committee may take action on any matter that has been delegated to that Board committee pursuant to the Bylaws or by Board resolution. If an urgent matter requires immediate action and the Executive Committee determines that a quorum of the Board cannot be readily convened for action, the Executive Committee shall have the authority to exercise any of the powers and authority of the Board to take immediate action on such matters, subject to the Articles of Incorporation.

**7.5 General Provisions.** Any actions taken in good faith in anticipation of or during an Emergency under Corp. Code Section 5140(n) or in accordance with the Emergency Bylaws in Section 7.4 bind the Corporation and may not be used to impose liability on a Director, Officer, employee, or other agent.

## **ARTICLE 8: LIABILITY, INDEMNIFICATION, AND INSURANCE**

### **8.1 Indemnification of Directors, Officers, Employees, and Other Agents**

#### **8.1.1 Definitions.** For purposes of this Article,

- (a) “Agent” means any person who is or was a Director, Officer, employee, or other agent of the Corporation.

- (b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.
- (c) "Expenses" include, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an Agent by reason of that person's position or relationship as an Agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

**8.1.2 Indemnification if Agent Is Successful on the Merits.** To the extent that an Agent has been successful on the merits in defense of any Proceeding described in Corp. Code Section 5238(b) or (c) or in defense of any claim, issue, or matter therein, the Agent shall be indemnified pursuant to the requirements in Corp. Code Section 5238(d) against Expenses actually and reasonably incurred by the Agent in connection therewith.

**8.1.3 Indemnification Not Covered by Section 8.1.2.** In addition to the indemnification required pursuant to Corp. Code Section 5238(d) and bylaw Section 8.1.2, the Corporation may indemnify any Agent to the extent allowed by, and in accordance with, other provisions of Corp. Code Section 5238 and this Section 8.1.3.

Any indemnification under this Section 8.1.3 may be made by the Corporation only if authorized in the specific case, upon a determination that indemnification is proper made by either (i) a majority vote of a quorum consisting of Directors who are not parties to the Proceeding, or (ii) the court in which the Proceeding is or was pending upon application made by the Corporation or the Agent or the attorney or other person rendering service in connection with the defense.

**8.1.4 Expense Advances.** Expenses incurred in defending any Proceeding may be advanced by the Corporation before final disposition of the Proceeding, upon receipt by the Corporation of a commitment by or on behalf of the Agent that the advance will be repaid unless it is determined ultimately that the Agent is entitled to be indemnified for those Expenses. Such an expense advance may be approved by the Board at its discretion and without counting the vote of any Director seeking the advance.

**8.2 Liability Protections for Volunteer Directors and Volunteer Officers.** Personal liability protections for the Corporation's Directors and Officers who serve without compensation include, but are not limited to, provisions in Corp. Code Section 5047.5 and Section 5239. The Corporation shall maintain and comply with a nondiscrimination policy that meets the nondiscrimination condition in Section 5047.5 and the liability insurance conditions in Section 5047.5 and Section 5239, so that the liability protections in those sections are applicable to the Corporation's Directors and Officers who serve without compensation.

**8.3 Non-Liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, except to the extent required by law.

**8.4 Insurance.** The Corporation shall purchase and maintain a liability insurance policy or policies, with an amount of coverage of at least One Million Dollars (\$1,000,000), or a different amount as from time to time may be determined by the Board to be reasonable and consistent with Corp. Code Section 5047.5 and Section 5239, against liability asserted against or incurred by Directors, Officers, employees, and other Agents in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the

Agent against that liability; provided, however, that the Corporation shall not purchase such insurance to indemnify any Agent of the Corporation for a violation of Corp. Code Section 5233.

## **ARTICLE 9: CONFLICT OF INTEREST AND ETHICS**

Each Director shall fully disclose the specific nature of any possible conflict of interest to the Board. If any matter related to such a conflict comes before the Board, the Board shall decide whether a conflict of interest exists without counting the vote of such Director. If the Board finds a conflict of interest, the Board may approve the related matter before the Board by a majority vote of the Directors then in office without counting the vote of the Director with the conflict of interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

The Board shall adopt by resolution and maintain conflict of interest and ethics policies that are consistent with law, the Articles of Incorporation, and the Bylaws. The policies must include, but are not limited to, provisions regarding the following:

- (a) Determination regarding applicability to Directors, Officers, and employees.
- (b) Requirements and procedures for self-disclosure of private interests that might present conflicts of interest.
- (c) Procedures for evaluation and mitigation of conflicts of interest.
- (d) Requirement that conditions or standards consistent with those in Corp. Code Section 5233(d) be met for the review and approval by the Board, or the Executive Committee if needed, of any transaction involving a conflict of interest, subject to any relevant provisions in the Emergency Bylaws.
- (e) Guidance regarding ethical conduct in conducting business and other activities that are related to the Corporation.
- (f) Procedures to monitor compliance, document Board and management actions, and regularly review conflict of interest and ethics policies.

## **ARTICLE 10: RECORDS AND REPORTS**

**10.1 Retention of Corporate Records.** The Corporation shall maintain an accurate set of permanent records at its principal office. These records shall include but are not limited to (i) adequate and correct books and records of account; (ii) minutes of proceedings of the Board and committees of the Board; (iii) any waivers, consents, or approvals submitted pursuant to Section 4.5.4 and Section 4.6; and (iv) the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

The Corporation shall keep at its principal office, and at any regional or district office as defined in Treas. Reg. Section 310.6104(d), a copy of its federal tax exemption application and, for three years from their date of filing, its annual federal information returns, which shall be open to public inspection and copying to the extent required by Internal Revenue Code Section 6104(d) and associated regulations.



The Corporation shall keep a copy of the audited financial statements required by Section 10.2 of these bylaws available for inspection by the Attorney General and available to members of the public in the same manner that is prescribed for the Corporation's annual federal information returns in Internal Revenue Code Section 6104(d) and associated regulations.

These Corporate records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing.

**10.2 Annual Financial Statements and Audits.** The Corporation shall prepare annual financial statements using generally accepted accounting principles as soon as practicable after the end of each fiscal year. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards.

For any fiscal year in which the Corporation receives or accrues gross revenues of Two Million Dollars (\$2,000,000) or more, excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, and for any other fiscal year if so determined by the Board, an audit of the Corporation's financial records shall be undertaken in conformity with Government Code Section 12586(e)(1). For any nonaudit services performed by the firm conducting the audit, the firm and its individual auditors shall adhere to standards for auditor independence consistent with Government Code Section 12586(e)(1). The audited financial statements shall be made available for inspection by the Attorney General and by the public no later than nine months after the close of the fiscal year to which the statements relate.

**10.3 Annual Report.** An annual report shall be furnished to the Directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including 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 Corporation's revenue or receipts, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The Corporation's expenses or disbursements, for both general and restricted purposes, during the fiscal year.
- (e) A statement as required by Corp. Code Section 6322 regarding any covered transactions, indemnifications, or advances that occurred during the fiscal year.
- (f) An independent accountant's audit report or, if none, the certificate of an authorized Officer of the Corporation that the financial statements in the annual report were prepared without audit from the books and records of the Corporation.

If the Board approves, the Corporation may send by electronic transmission the annual report and any accompanying material sent pursuant to this Bylaw. If a report sent to the Attorney General in compliance with the requirements of Government Code Section 12580 et seq. includes the information required in the annual report, then the Corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

**10.4 Director's Inspection Rights.** Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

## **ARTICLE 11: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

**11.1 Execution of Corporate Instruments.** Except as otherwise determined by the Board or otherwise required by law, the Articles of Incorporation, or these Bylaws, the Executive Director, or the Chair of the Board if the Executive Director is not available, shall have the power and authority to enter into any contract or to execute and deliver any corporate instrument or document, including but not limited to deeds of trust, leases, security agreements, mortgages, promissory notes, purchase orders, and other evidences of indebtedness of the Corporation or to sign the corporate name without limitation, and such execution or signature shall be binding upon the Corporation. With the written approval of the Chair of the Board, or the Vice Chair if the Chair is not available, any Officer may execute a corporate instrument if an entity that is a party to the instrument so requests. Except to the extent authorized by these Bylaws or the Board, no Officer, employee, or other agent shall have any power or authority to bind the Corporation to any contract or other agreement or to pledge the Corporation's credit or to render the Corporation liable monetarily for any purpose or in any amount.

**11.2 Limitations.** The Executive Director or any other Officer or agent of the Corporation who is authorized to execute instruments in the name of the Corporation shall obtain specific authorization from the Board before executing any instrument or otherwise binding the Corporation regarding any of the following:

- (a) Any contract or other transactions under which the Corporation's monetary obligations, in aggregate, exceed or are reasonably expected to exceed the Monetary Threshold established pursuant to this Bylaw.
- (b) Acquisition of goods or services whose costs exceed or are reasonably expected to exceed the Monetary Threshold.
- (c) Capital expenditures whose costs exceed or are reasonably expected to exceed the Monetary Threshold.
- (d) Incurrence of indebtedness by the Corporation for which the costs exceed or are reasonably expected to exceed the Monetary Threshold.
- (e) Acquisition or disposition of any real estate, which is defined as land, any permanent structures, and anything permanently attached to the land or structures.
- (f) Any contract or other commitments to provide services that are not within the existing general scope of the Corporation's activities.

The Monetary Threshold is Twenty-Five Thousand Dollars (\$25,000) as of the adoption of this Bylaw. The Board may from time to time by resolution modify the list of Limitations and the Monetary Threshold contained in this Bylaw.

**11.3 Checks and Other Orders for Payment.** Except as otherwise determined by Board resolution or otherwise required by law, the Articles of Incorporation, or these Bylaws, the Executive Director shall have the power and authority to sign or endorse all checks, drafts, or other orders for the payment of money by or to the Corporation and shall designate one

employee of the Corporation who shall have the power and authority to perform these duties if the Executive Director is not available.

**11.4 Funds and Deposits.** Except as otherwise determined by Board resolution or required by law, the Articles of Incorporation, or these Bylaws, the Executive Director, or the Chair of the Board if the Executive Director is not available, shall select one or more banks, trust companies, or other depositories and shall maintain one or more federally insured accounts in the name of the Corporation at such institutions. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such accounts

## **ARTICLE 12: OTHER PROVISIONS**

**12.1 Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Corporations Code (Corp. Code Section 1 et seq.), in the General Provisions and Definitions of the California Nonprofit Corporation Law (Corp. Code Section 5002 et seq.), and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. All references to statutes, regulations, and laws shall include any future statutes, regulations, and laws that replace those referenced.

**12.2 Fiscal Year.** The fiscal year of the Corporation shall end on the last day of the month of June, each year.

**12.3 Amendment of Articles of Incorporation and Bylaws.** The Board shall have the exclusive power to amend or repeal these Bylaws or to adopt new Bylaws, by a majority vote of the Directors then in office. The Board shall have the exclusive power to amend, restate or otherwise alter the Articles of Incorporation. The Board shall review the Bylaws and the Articles of Incorporation as needed and at least every five (5) years.

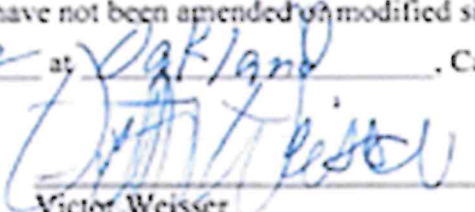
**12.4 Adoption and Amendment of Policies and Procedures.** The Board may amend or repeal existing policies and procedures and may adopt new policies and procedures in furtherance of the purposes of the Corporation, unless inconsistent with law, the Articles of Incorporation, or these Bylaws.

**12.5 Nondiscrimination Policy.** The Corporation shall not unlawfully discriminate against anyone on the basis of age, political affiliation, or any characteristic listed or defined in Section 51(b) or (e) of the California Civil Code. As of the adoption of this bylaw, Section 51 of the California Civil Code prohibits discrimination based on sex, race, color, religion, ancestry, national origin, disability, medical condition, genetic information, marital status, sexual orientation, citizenship, primary language, or immigration status. The prohibition in this bylaw includes discrimination based on a perception that the person has any particular characteristic within the listed categories or that the person is associated with a person who has, or is perceived to have, any particular characteristic within the listed categories.

### CERTIFICATE OF CHAIR OF THE BOARD AND SECRETARY

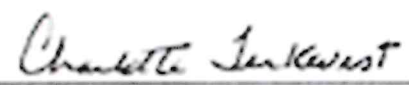
I certify that I am the duly elected and acting Chair of the Board of The Multicultural Institute, a California nonprofit public benefit corporation; that these Amended and Restated Bylaws, consisting of 19 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on April 27, 2022; and that these Bylaws have not been amended or modified since that date.

Executed on May 2, 2022 at Oakland, California.

  
Victor Weiss  
Chair of the Board

I certify that I am the duly elected and acting Secretary of The Multicultural Institute, a California nonprofit public benefit corporation; that these Amended and Restated Bylaws, consisting of 19 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on April 27, 2022; and that these Bylaws have not been amended or modified since that date.

Executed on May 2, 2022 at Piedmont, California.

  
Charlotte TerKeurst  
Secretary