

Amended and Restated Bylaws of ~~California Hospice Foundation~~ California Hospice and Palliative Care Association

A California Nonprofit Public Benefit Corporation

Adopted 3-13-2015

Name Changed February 18, 2016

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this corporation is California Hospice ~~Foundation~~ and Palliative Care Association (the “Corporation”).

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board of Directors (the “Board”).

Section 2.2 Other Offices

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

ARTICLE 3 PURPOSES

Section 3.1 General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of California (the “California Nonprofit Corporation Law”) for charitable purposes.

Section 3.2 Specific Purpose

The specific purpose of this Corporation shall be to support and promote the delivery of services to individuals and families with serious, life limiting illness and end of life care through:

- (a) Active participation in any and all fundraising activities permitted to a tax exempt organization under the Internal Revenue Code of 1986, as amended (the “Code”), and the laws of the State of California;
- (b) Obtaining and providing funding to support and promote the delivery of hospice and palliative care to patients and their families;
- (c) Encouraging and supporting the delivery of high quality hospice and palliative care services;
- (d) Providing public education on end of life issues that promotes utilization of hospice and palliative care services;

- (e) Developing and providing high quality education and training for staff and volunteers involved in the delivery of hospice and palliative care services;
- (f) Being a resource to fund appropriate research on improving hospice and palliative care services;
- (g) Providing information and referrals on the location and status of hospice and palliative care programs;
- (h) Forming strategic alliances to further the Corporation's mission;
- (i) Encouraging and supporting the continued growth and development of hospice and palliative care providers through networking and technical assistance;
- (j) Monitoring state and national legislative and policy-related developments that impact hospice and palliative care programs; and
- (k) Carrying on other charitable activities associated with this goal as allowed by law.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities

The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

4.1.1 Lobbying

Lobbying up to certain limits is permitted. Lobbying occurs only when there is an expenditure of money by the 501(c)(3) for the purpose of attempting to influence legislation. Where there is no expenditure by the organization for lobbying (such as lobbying by members or volunteers), there is no lobbying by the organization. Two alternative tests are used to determine whether a substantial part of the organization's activities are devoted to attempting to influence legislation. The first test applies facts and circumstances criteria to determine "substantial part." The second test, enacted under Code Sections 501(h) and 4911, provides that certain eligible public charities may make an election and have their lobbying activities governed by expenditure tests in lieu of being subject to the 501(c)(3) facts and circumstances substantiality test. Code Section 501(h) establishes a sliding scale of permissible lobbying nontaxable amounts. If the expenditure limits are exceeded, a tax under Code Section 4911 will be imposed, or, if the limits are exceeded by 150% over a defined period, exempt status will be lost.

4.1.2 Political Campaign Intervention

All charities are absolutely prohibited from intervening in a political campaign for or against any candidate for an elective public office. If a charity does intervene in a political campaign, it will lose both its tax-exempt status and its eligibility to receive tax-deductible charitable contributions. A 501(c)(3) organization or staff member while representing the nonprofit may not endorse a candidate; make a campaign contribution to, or an expenditure for, a candidate; rate candidates on who is most favorable to their issues; or let candidates use the organization's facilities or resources, unless those resources are made equally available to all candidates at their fair market value.

Section 4.2 Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 5 DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Charitable Purposes

The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes deemed by the Board in its sole discretion to be similar to those set forth in Section 3.2 and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE 6 MEMBERSHIPS

Section 6.1 Membership

Any person or entity dedicated to the purposes of the Corporation and meeting the following qualifications for membership shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

6.1.1 Provider Member

A Provider Member is an entity engaged primarily in providing care and services to individuals and families dealing with serious life limiting illness and end of life. Individual program provider numbers distinguish separate provider memberships. Only Provider Members are entitled to vote as statutory members under Section 5056 of the California Nonprofit Corporation Law.

6.1.2 Associate Member

An Associate Member is any company, facility or individual, other than a Provider Member, that supplies products or services related to the hospice industry.

6.1.3 Professional Member

A Professional Member is a volunteer, board member, or individual staff member from a member or non-member organization, or educator, researcher or other interested individual.

Section 6.2 Membership Rights and Transfer; Designated Voting Representative

Provider Members shall have the right to vote on the election of Directors, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. Provider Members shall have all rights afforded members

under the California Nonprofit Corporation Law. Only Provider Members shall be entitled to vote upon matters put to the membership. Each Provider Member shall be entitled to one (1) vote. Voting on all matters may be conducted by mail. No membership or right arising from membership shall be transferred.

Each membership application shall list an individual from within the Provider Member organization, who shall be an officer, director or staff person of the Provider Member, designated the voting representative for the Provider Member. The designated voting representative of a Provider Member on the records of the Corporation at the time of a vote shall be the only individual entitled to vote on behalf of the Provider Member upon matters put to the voting membership. A Provider Member may change from time to time its designated voting representative by notifying the Corporation in writing directed to the Secretary of the Corporation. Such notice shall state the new designated voting representative and shall be effective upon receipt by the Secretary of the Corporation. The Secretary of the Corporation shall update and keep a current record of the designated voting representative for each Provider Member.

Section 6.3 Nonvoting Members

The Corporation may refer to persons or entities of associate and professional classes or other persons or entities associated with it as “members,” even though those persons or entities are not voting members. No such reference shall constitute anyone as a member within the meaning of Section 5056 of the California Nonprofit Corporation Law.

Section 6.4 Dues, Fees, and Assessments

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed for each membership category from time to time by the Board. The criterion (e.g., a sliding scale based on income from the preceding year, or years in the profession) for deciding dues, fees, and assessments shall be the same for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class, and change such from time to time.

Section 6.5 Good Standing

Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 6.6 Termination of Membership

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following events: the voluntary resignation of a member; where a membership is issued for a period of time, the expiration of such period of time, unless the membership is renewed on the renewal terms fixed by the Board; the death of an individual member; the dissolution of the entity of an entity member; the non-payment of dues, fees or assessments as set by the Board within sixty (60) days after they become due and payable; termination of membership under these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in

a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests; or any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.

Section 6.7 Suspension of Membership

A member may be suspended based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A member whose membership is suspended shall not enjoy any of the rights, privileges and benefits of membership during the period of suspension determined by the Board.

Section 6.8 Procedure

If grounds appear to exist for suspending or terminating a member, the following procedure shall be followed. The Board shall give the member at least fifteen (15) days' prior notice of the proposed suspension, expulsion or termination and the reasons for the proposed suspension, expulsion or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension, expulsion or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension, expulsion or termination should occur. The Board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.

ARTICLE 7 MEMBERSHIP MEETINGS AND VOTING

Section 7.1 Annual Meeting

A general meeting of members shall be held at least annually at such time and place, and on such notice, if any, as the Board may determine. Unless elected by written ballot, Directors shall be elected at this meeting. Subject to these Bylaws, any other proper business may be transacted at this meeting.

Section 7.2 Location of Meetings

Meetings of the members shall be held at any place within or outside California designated by the Board or by the written consent of all members entitled to vote at the meeting. In the absence of any such designation, members' meetings shall be

held at the Corporation's principal office. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

Section 7.3 Electronic Meetings

Subject to the requirements of consent in California Corporations Code Section 20(b) and guidelines and procedures the Board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the Corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person, and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication, subject to the requirements of the California Nonprofit Corporation Law.

Section 7.4 Authority to Call Special Meetings

The Board, Board Chair, President or five (5) percent or more of the voting members, may call a special meeting of the members for any lawful purpose at any time.

Section 7.5 Calling Special Meetings

A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Chair of the Board or the President or any Vice President or the Secretary of the Corporation. The Officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board. However, the meeting date, when requested by members, shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request.

Section 7.6 Written Notice Required

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in the meeting.

For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 7.7 Notice of Certain Agenda Items

Approval by the members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals: removing a Director without cause; filling vacancies on the Board; amending the Articles of Incorporation; or electing to wind up and dissolve the Corporation.

Section 7.8 Notice Requirements

Notice of any meeting of members called by the Board shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by electronic transmission by the Corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either notice is sent to that member by first-class mail or facsimile or other written communication to the Corporation's principal office or notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 7.9 Electronic Notice

Notice given by electronic transmission by the Corporation shall be valid only if in compliance with Section 20 of the California Corporations Code. All electronic transmissions by and to the Corporation must comply with Sections 20 and 21 of the California Corporations Code. An electronic transmission by this Corporation to a member is not authorized unless, in addition to satisfying the requirements of this Section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to any right of the recipient to have the record provided or made available on paper in nonelectronic form, whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and the procedures the recipient must use to withdraw consent. Notice shall not be given by electronic transmission by the Corporation after either of the following: the Corporation is

unable to deliver two (2) consecutive notices to the member by that means or the inability so to deliver the notices to the member becomes known to the Secretary, any Assistant Secretary, or any other person responsible for the giving of the notice.

Section 7.10 Quorum

Ten (10) percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting is less than one-third of the voting power, the Provider Members may vote only on matters as to which notice of their general nature was given under these Bylaws. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 7.11 Eligibility to Vote

The designated voting representatives of Provider Members in good standing on the record date shall be entitled to vote at any meeting of members.

Section 7.12 Manner of Voting

Voting may be by voice, mail or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any Provider Member at the meeting.

Section 7.13 Number of Votes

The designated voting representative for each Provider Member entitled to vote may cast one (1) vote on each matter submitted to a vote of the members.

Section 7.14 Majority Approval

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.

Section 7.15 Waiver of Notice or Consent

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if the provisions of subsections 5511(e) and (f) of the California Nonprofit Corporation Law are followed.

Section 7.16 Action by Unanimous Written Consent

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

Section 7.17 Action by Written Ballot

Any action that members may take at any meeting of members may also be taken without a meeting by complying with these Bylaws. Ballots may be solicited and tallied pursuant to Sections 5511, 5513 and 5514 of the California Nonprofit Corporation Law. A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least three (3) years.

Section 7.18 Record Date Fixed By Board

The Board shall, in advance, fix record dates. The record date so fixed for: sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting; voting at a meeting shall be no more than sixty (60) days before the date of the meeting; voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and taking any other action shall be no more than sixty (60) days before that action.

Section 7.19 Adjournment; Notice

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 7.20 No Proxy Voting

Members are not permitted to vote by proxy. A designated voting representative under Section 6.2 of these Bylaws is not a proxy.

ARTICLE 8 DIRECTORS

Section 8.1 Number

The authorized number of directors of the Corporation (“Directors”) shall be not less than eleven (11) or more than fifteen (15); the exact authorized number to be fixed from time to time, within these limits, by resolution of the Board.

Section 8.2 Qualifications

Directors must be Members of the Corporation, or directors, officers, or staff of Members of the Corporation. Directors need not be designated voting representatives. Directors must refrain from actions and involvement that might prove embarrassing or detrimental to the Corporation and resign if such actions or involvement develop.

Section 8.3 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation, California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee 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 Board.

Section 8.4 Terms; Election of Successors

At the first annual meeting following adoption of these Bylaws, the Directors shall be divided into three (3) approximately equal groups and designated by the Board to serve one (1), two (2), or three (3) year terms. Thereafter, the term of office of each Director shall be three (3) years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 8.5 Vacancies

8.5.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall occur in the event of the death, removal, or resignation of any Director; the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of

unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law; the vote of the members or, if the Corporation has fewer than fifty (50) members, the vote of a majority of all Provider Members, to remove the Director(s); the increase of the authorized number of Directors; or the failure of the members, at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting. The disaffiliation of a director from the member they represent at the time of election to the Board shall be reviewed by the Leadership Development Committee, and upon their recommendation, the board may declare the position vacant.

8.5.2 Removal

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law. Any Director who does not attend three (3) successive Board meetings will automatically be removed from the Board without Board resolution unless: the Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting (if such leave is granted, the number of Board members will be reduced by one (1) in determining whether a quorum is or is not present); the Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or the Board by resolution of the majority of Board members agrees to reinstate the Director who has missed three (3) meetings. The Board may by resolution remove any director whose conduct is or was or carries the potential to be embarrassing or detrimental to the purposes and goals of the organization, as determined in the Board's discretion, or for failure to comply with the Corporation's rules, policies or Bylaws, including those promulgated by any affiliated national organization, as determined in the Board's discretion. Each Director agrees to voluntarily resign upon request from the Board or upon ceasing to meet the qualifications for directorship or membership.

8.5.3 Resignations

Except as provided in these Bylaws, any Director may resign by giving written notice to the Chair of the Board, the President, the Secretary, or the Board. Such a written resignation will be effective on the later of the date it is delivered or the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General"). 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.

8.5.4 Election to Fill Vacancies

Except for a vacancy created by the removal of a Director by the members, vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by the unanimous written consent of the

Directors then in office, the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with California Nonprofit Corporation Law Section 5211, or a sole remaining Director. The members may fill any vacancy not filled by the Directors.

Section 8.6 Location of Board Meetings

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

Section 8.7 Conduct of Meetings

Meetings shall 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 or in conflict with these Bylaws, the Articles of Incorporation, or with any provisions of law applicable to the Corporation.

Section 8.8 Meetings by Telecommunication

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if the following apply: each member participating in the meeting can communicate concurrently with all other members; and each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Section 8.9 Annual Meeting of Board; Other Regular Meetings

Immediately after each annual meeting of members, the Board shall hold a general meeting for purposes of organization, election of Officers, and transaction of other business. Notice of this meeting is not required. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

Section 8.10 Special Meetings

Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, the President or any Vice President, the Secretary, or any two (2) Directors.

Section 8.11 Notice of Special Meetings

Notice of the time and place of special meetings shall be given to each Director by personal delivery of written notice; first-class mail, postage prepaid; telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; facsimile; electronic mail; or other electronic means. All such notices shall be given or sent to the Director's

address or telephone number as shown on the Corporation's records. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the meeting purpose.

Section 8.12 Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. 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 Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 8.13 Waiver of Notice

Notice of a meeting 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 him or her.

Section 8.14 Adjournment

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

Section 8.15 Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 8.16 Board Action Without Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. Written consents may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chair of the Board or the President.

Section 8.17 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board. Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be “interested persons” under Section 5227 of the California Nonprofit Corporation Law.

Section 8.18 Limitation of Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation to the fullest extent allowed by law, including Sections 5231 and 5233 of the California Nonprofit Corporation Law.

Section 8.19 No Proxy Voting

Directors are not permitted to vote by proxy.

ARTICLE 9 COMMITTEES

Section 9.1 Committees of Directors

The Board may, by resolution adopted by a majority of the Directors then in office, create one (1) or more Board committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the discretion of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one (1) or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no committee may: approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members (regardless of whether the Corporation has members); fill vacancies on the Board or in any committee which has the authority of the Board; fix compensation of the Directors for serving on the Board or on any committee; amend or repeal Bylaws or adopt new Bylaws; amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable; create any other committees or appoint the members of these committees; expend corporate funds to support a nominee for Director if more persons have been nominated than can be elected; or approve any contract or transaction to which the Corporation is a party and in which one (1) or more of its Directors has a material financial interest, except as special approval is provided for in the California Nonprofit Corporation Law. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below two (2)) the number of members of a committee, and fill vacancies in a committee from the members of the Board.

Section 9.2 Executive Committee

The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 9.1 above. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting. The following officers, who are also Directors of the Corporation, shall be members of the Executive Committee: Chair, Vice Chair, Secretary, Treasurer, and one (1) member from the Board to be elected by the majority of the Board to fill an at-large position.

Section 9.3 Meetings and Action of Board Committees

Meetings, quorum rules and actions of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings and actions of the Board, with such changes in the context as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined by resolution of the Board, and special meetings of committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

Section 9.4 Nonprofit Integrity Act/Audit Committee

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and appoint an Audit Committee. The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or chief executive officer or the Treasurer. If there is a Finance Committee, members of the Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the Chairperson of the Audit Committee shall not be a member of the Finance Committee. Subject to the supervision of the Board, the Audit Committee shall: make recommendations to the Board on the hiring and firing of the CPA; confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order; approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and if requested by the Board, negotiate the CPA’s compensation on behalf of the Board. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee.

Section 9.5 Advisory Committees

The Board may create one (1) or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors; except that the Board shall appointment, by majority vote of the Directors then in office, any advisory committee chair from among the Directors then in office or from the Provider Members, and such appointment shall be in the sole discretion of the Board. Nonvoting members are eligible to serve on advisory committees. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

9.5.1 Leadership Development Committee

The Board will appoint as a standing advisory committee, the Leadership Development Committee to provide strategic direction, resources and opportunities for members to develop their leadership skills. This committee is charged with mentoring new professionals and promoting and cultivating volunteer interest in leadership positions within the Corporation. The Committee will screen applicants and produce a diverse pool of candidates for all elected positions and committee chairs.

ARTICLE 10 OFFICERS

Section 10.1 Officers

The officers of the Corporation (“Officers”) shall be a Chair, a Vice Chair, a Secretary, a Treasurer, a Past Chair, and a President, and may also include an Assistant Secretary and an Assistant Treasurer. All Officers, other than the President, the Past Chair, the Assistant Secretary and the Assistant Treasurer, if any, shall be currently qualified and serving Directors. The Past Chair may serve as an Officer for one (1) year following his/her term as Chair. The President is the highest ranking employee, and an ex-officio nonvoting member of the Board. The Board shall have the power to designate an Assistant Secretary and Assistant Treasurer to assist the Secretary and Treasurer in the performance of their duties. The Assistant Secretary and Assistant Treasurer need not be Directors and shall have such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person, except that no person serving as the Secretary or the Treasurer may serve concurrently as the President or Chair pursuant to the California Nonprofit Corporation Law.

Section 10.2 Election of Officers

The Officers shall be elected by the Board at the annual meeting of the Corporation for a term of one (1) year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers may be elected for consecutive terms.

Section 10.3 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, at any regular or

special meeting of the Board, or at the annual meeting of the Corporation, or by an Officer on whom such power of removal may be conferred by the Board.

Section 10.4 Resignation of Officers

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

Section 10.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not necessarily at the annual meeting.

Section 10.6 Responsibilities of Officers

10.6.1 Chair of the Board

The Chair of the Board (the “Chair”) shall be a Director and shall preside at meetings of the Board and members, and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

10.6.2 Vice Chair of the Board

The Vice Chair of the Board (the “Vice Chair”) shall be a Director and shall preside at meetings of the Board and members in the absence of the Chair, and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws. If there is no Chair, the Vice Chair shall act as the Chair until a successor chair is elected and shall have the powers and duties of the Chair of the Corporation set forth in these Bylaws.

10.6.3 Secretary

The Secretary of the Corporation (the “Secretary”) shall keep or cause to be kept, at the Corporation’s principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members’ meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members’ meetings. The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation, Bylaws and all policies adopted by the Board, as amended to date. The Secretary shall keep or cause to be kept, at the Corporation’s principal office or at a place determined by resolution of the Board, a record of the Corporation’s members, showing each member’s name, address, and class of membership, and for Provider Members, the designated voting representative. The Secretary shall give, or cause to be given,

notice of all meetings of members, of the Board, and of committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

10.6.4 Treasurer

The Treasurer of the Corporation (the “Treasurer”) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation’s assets, liabilities and transactions. The Treasurer shall send or cause to be given to the members and 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 Director at all reasonable times. The Treasurer shall 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; disburse the Corporation’s funds as the Board may order; render to the President, Chair, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and have such other powers and perform such other duties as the Board or the Bylaws may require. The Treasurer shall serve as chair of a Finance Committee, if such a committee exists. The Treasurer shall not serve on or as chair of an Audit Committee, if such a committee exists.

10.6.5 Past Chair

The Past Chair of the Corporation (the “Past Chair”) shall assist the Chair to ensure Board responsibilities are discharged pursuant to the California Nonprofit Corporation Law.

10.6.6 President

Subject to such supervisory powers as the Board may give to the Chair and subject to the control of the Board, the President of the Corporation (the “President”) shall be the general manager and chief executive officer or executive director of the Corporation and shall supervise, direct, and control the Corporation’s activities, affairs, and staff. The President shall be an ex-officio, nonvoting member of the Board, each committee of the Board and all advisory committees. The President shall have such other powers and duties as the Board or the Bylaws may delegate. The Office of President may be an employed or contract position. The Corporation may contract with a management company to supervise, direct, and control the Corporation’s activities, affairs, and staff, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The salary of the President shall be fixed from time to time by resolution of the Board. The salary and other compensation and benefits of the President shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. The Board shall periodically review the fairness of compensation.

10.6.7 Additional Officers

The Board may empower the Chair to appoint or remove 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 as are provided in these Bylaws or as the Board from time to time may determine.

SECTION 11 TRANSACTIONS WITH DIRECTORS OR OFFICERS

Section 11.1 Transactions with Directors and Officers

Except as described in this Article, the Corporation shall not be a party to any transaction: in which one (1) or more of its Directors or Officers has a material financial interest, or with any corporation, firm, association, or other entity in which one (1) or more Directors or Officers has a material financial interest. A Director or Officer shall not be deemed to have a “material financial interest” in any transaction of the nature set forth in Section 5233(b) of the California Nonprofit Corporation Law. The Corporation shall not be a party to any transaction described above unless: the Corporation enters into the transaction for its own benefit; the transaction is fair and reasonable to the Corporation at the time the transaction is entered into; prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director’s or Officer’s financial interest in the transaction; prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described above.

Section 11.2 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless pursuant to Section 5236 of the California Nonprofit Corporation Law.

Section 11.3 Interlocking Directorates

No contract or other transaction between the Corporation and any other corporation, firm or association of which one (1) or more Directors are Directors is either void or voidable because such Director(s) are present at the Board or committee meeting that authorizes, approves or ratifies the contract or transaction, if 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(s) (subject to quorum provisions); or if the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

ARTICLE 12 INDEMNIFICATION AND INSURANCE

Section 12.1 Indemnification

To the extent that a person who is, or was, a director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings may be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Corporation Law.

Section 12.2 Insurance

The Board shall cause to be purchased directors and officers liability insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent, as defined in Section 5238 of the California Nonprofit Corporation Law, against any liability asserted against or incurred by any agent 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 the liability under the provisions of this Article.

ARTICLE 13 CORPORATE RECORDS AND REPORTS

Section 13.1 Corporate Records

This Corporation shall keep the following: adequate and correct books and records of account; minutes of the proceedings of its members, Board, and committees of the Board; and a record of each member's name, address, and class of membership.

Section 13.2 Members' Inspection Rights

Unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member: inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled. The Corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely

achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand. If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

Section 13.3 Inspection of Accounting Records and Minutes

On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

Section 13.4 Inspection of Articles and Bylaws

This Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours.

Section 13.5 Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, and to inspect the physical properties of the Corporation. Every Director shall have the right to inspect the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 13.6 Annual Report

The Board shall cause an annual report to be sent to the members requesting such report in writing and Directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail: the assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year; the principal changes in assets and liabilities, including trust funds, during the fiscal year; the Corporation's revenue or receipts, both unrestricted and restricted to particular purposes, for the fiscal year; the Corporation's expenses or disbursements for both general and restricted purposes, during the fiscal year; and an independent accountants' 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. This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing. If the Board approves, the Corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

Section 13.7 Annual Statement

As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each Director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (a) in which the Corporation, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) that 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 either: any Director or Officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); any holder of more than ten (10) percent of the voting power of the Corporation, its parent, or its subsidiary.

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

- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation under these Bylaws, unless that indemnification has already been approved by the members under Section 5238(e)(2) California Nonprofit Corporation Law.

ARTICLE 14 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 14.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 14.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President and countersigned by the Treasurer or other officer over an amount determined by the Board.

Section 14.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 14.4 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE 15 CONSTRUCTION AND DEFINITIONS

Section 15.1 Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the entity and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

Section 15.2 Entity

“Entity” means a corporation, association, partnership, limited liability company, joint venture, or other business or company, as well as a natural person.

Section 15.3 Individual

“Individual” means a natural person.

Section 15.4 Person

“Person,” in addition to those entities specified in Section 18 of the California Corporations Code and unless otherwise expressly provided, includes any association, business corporation, company, corporation, corporation sole, domestic corporation, estate, foreign corporation, foreign business corporation, individual, joint stock company, joint venture, mutual benefit corporation, public benefit corporation, religious corporation, partnership, government or political subdivision, agency or instrumentality of a government, pursuant to Section 5065 of the California Nonprofit Corporation Law.

Section 16.1 Policies

The Board shall adopt, and from time to time review and update, such policies for the Corporation as the Board determines in its discretion to be advisable and in the best interests of the Corporation, including, but not limited to, policies on conflicts of interest, whistleblower protection, antitrust, document retention and destruction, and reimbursement.

ARTICLE 17 AMENDMENTS

Section 17.1 Amendment by Directors

Subject to the members' rights under these Bylaws and California Nonprofit Corporation Law, the Board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members' rights as to voting or transfer.

Section 17.2 Members May Adopt, Amend, or Repeal Bylaws

New bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members. Without the approval of the members, the Board may not adopt, amend, or repeal any bylaw that would: change the authorized number of Directors; increase or extend the terms of Directors; allow any Director to hold office by designation or selection rather than by election by the members; increase the quorum for members' meetings; repeal, restrict, create, expand, or otherwise change proxy rights; or authorize cumulative voting.

