Amended and Restated
Bylaws
of
Young & Healthy
A California Nonprofit Public Benefit
Corporation Without Members

Mission Statement

Through prevention, education, family support, and access to healthcare services, Young & Healthy protects and improves the physical and mental health of uninsured and underinsured children and their families in the greater Pasadena area.

ARTICLE I
OFFICES

Section 1.01. Principal Office. The principal office of Young & Healthy (the "Corporation") shall be fixed and located at such place as the Board of Directors (the "Board", and each member, a "Director") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 1.02. Other Offices. Branch or subordinate offices of the Corporation may be established at any time by the Board at any place or places.

ARTICLE II
LIMITATIONS

Section 2.01. Prohibited Activities. The Corporation is organized and operated exclusively for charitable and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and notwithstanding any other provision of the Articles of Incorporation (the "Articles") or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III
MEMBERSHIP

Section 3.01. Members. The Corporation shall have no members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights that would otherwise vest in the members shall vest in the Directors.

Section 3.02. Associates. Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law (the "Law"). The Corporation may confer by amendment of the Articles or of these Bylaws some or all of the rights of a member, as set forth in the Law, upon any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the

Corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE IV
DIRECTORS

Section 4.01. Director Powers. Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted, 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, the Executive Committee, or any other 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all officers, agents, and employees of the Corporation, prescribe qualifications, powers, and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate.

(b) To conduct, manage and control the affairs and activities of the Corporation, and to make such rules and regulations therefore not inconsistent with law, the Articles, or these Bylaws, as they may deem appropriate.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate.

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore.

Section 4.02. Number of Directors. The authorized number of Directors shall be not fewer than ten (10) nor more than twenty-four (24) until changed by amendment of the Articles or these Bylaws. The exact number of Directors shall be fixed, within the limits specified, by resolution duly adopted by the Board.

Section 4.03. Honorary Directors. The Board may confer annual or lifetime “Honorary Director” status upon not more than twenty (20) individuals that, in the opinion of the Board, have rendered noteworthy service to the Corporation and/or to children in the communities served by the Corporation. Honorary Directors shall not be voting members of the Board, shall not have the powers and responsibilities vested in the members of the Board as set forth in these Bylaws, and shall not be counted as part of the authorized number of Directors as set forth in Section 4.02. Honorary Directors shall hold office until the earliest of (a) the expiration of their term, (b) their removal prior to the expiration of their term by the Board or (c) their death or written resignation.

Section 4.04. Election and Term of Office. Directors shall be selected by designation in accordance with Section 5220(d) of the California Nonprofit Public Benefit Corporation Law. One-third of the total Board shall be elected annually. Directors may be elected to succeed themselves. The Directors shall be elected by the Directors voting in person at the annual meeting or at such other meeting at which Director nominees are presented for consideration. Such candidates shall be nominated pursuant to Section 5.02(c) of these Bylaws. The term of office of a Director shall be three (3) years or such shorter term as may be

designated by the Governance Committee and shall continue until the annual meeting at which such Director's term expires and their successor is elected and qualified. Directors may serve a maximum of two consecutive full terms (a total of six (6) years). If initially elected to fill a vacancy on the Board, a Director may complete the term created by the vacancy, plus serve an additional two (2) full terms. In the event that a sitting President (as defined below) is elected pursuant to Section 6.02 to serve as President for an additional year beyond such person's successive term limit as a Director, the successive term limit shall be waived, thereby extending the term of such person on the Board for one additional year (for a total of up to seven (7) years) or, if such person was initially elected to fill a vacancy on the Board, up to the number of years equal to the sum of (a) one year *plus* (b) the number of years or partial years served upon election to fill the vacancy *plus* (c) six (6) years.

Section 4.05. Interested Persons. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. For purposes of this Section 4.05, an interested person is as defined in Section 5227 of the California Nonprofit Public Benefit Corporation Law.

Any violation of the provisions of Section 4.05 shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 4.06. Vacancies.

(a) Any Director may resign effective upon giving written notice to the President of the Board or the Secretary of the Board unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor Director may be selected by the Governance Committee and approved by the Board before the effective date, to take office when the resignation becomes effective.

(b) Vacancies on the Board shall be filled in the same manner as the Director whose office is vacant was selected, provided that any vacancy to be filled by election by Directors may be filled by a majority of the remaining Directors or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting, or (3) a sole remaining Director although less than a quorum, at any regular or special duly noticed and held meeting of the Board. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and qualified.

(c) A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any Director or an increase in the authorized number of Directors.

(d) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final court order or judgment to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Subject to Section 5222 (f) of the California Nonprofit Public Benefit Corporation Law, the Board may also remove any Director without cause prior to the expiration of the Director's term of office if the removal is approved by a majority of the Board.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

(f) The Board may remove and declare vacant the office of a Director who fails to attend three Board meetings within a period of twelve months, unless: (i) 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, provided that if such leave is granted, the authorized number of Directors will be deemed to be reduced by one in determining whether a quorum is or is not present; (ii) the Director suffers from an illness or disability that prevents them from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or (iii) the Board by resolution of the majority of the Directors then in office agrees to reinstate the Director who has missed three meetings.

Section 4.07. Place of Meeting. Meetings of the Board shall be held at the principal office of the Corporation or at such place and time designated by the Board. In the absence of such a designation, regular meetings shall be held at the principal office of the Corporation.

Section 4.08. Annual Meetings. The Board shall hold an annual meeting for the purposes of organization, election of Directors and officers, and the transaction of other business. Annual meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

Section 4.09. Regular Meetings. Regular meetings of the Board may be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 4.10. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Vice President, the Secretary or any two Directors.

Section 4.11. Notice. Annual and special meetings of the Board shall be held upon at least four (4) days' notice by first-class mail, or forty-eight (48) hours' notice given personally or by telephone, including a voice messaging system, or by electronic transmission by the Corporation. Consistent with Section 20 of the California Corporations Code, electronic transmission includes the following: (1) facsimile telecommunication and electronic mail when addressed to the recipient at their address given by them to the Corporation for the purpose of notice, (2) posting on an electronic message board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication. The Corporation shall receive consent from each Director for the use of those means of electronic transmission for communication. The electronic transmission shall create a record that is capable of retention. Any such notice shall be addressed or delivered to each Director at such Director's address, phone number, facsimile number or e-mail address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for purposes of notice or, if such address, phone number, facsimile number or e-mail address is not shown on such records or is not readily ascertainable, at the place where the meetings of the Directors are regularly held. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice that is not an electronic transmission shall be deemed to have been given at the time it is personally delivered to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 4.12. Quorum. Thirty-three percent (33%) of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 4.15. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by the Law (or other applicable law) or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by Law (or other applicable law), the Articles or these Bylaws.

Section 4.13. Participation in Meetings by Conference Telephone or Similar Means. Directors may participate in a meeting of the Board or a committee meeting through use of a conference telephone, electronic video-screen communication, or electronic transmission by or to the Corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at the meeting, so long as all members participating in such meeting can hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, will constitute presence in person at the meeting if all the following apply:

(a) Each Director participating in the meeting can communicate with all 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.

(c) The Corporation adopts and implements some means of verifying both of the following: (i) a person participating in the meeting is a Director or other person entitled to participate in the Board meeting; and (ii) all actions of, or votes by, the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 4.14. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.15. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board 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 be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, reasonable notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.16. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if a quorum of members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a vote of the Board and shall be filed with the minutes of the proceedings of the Board. Such written consent may be evidenced by signature, including electronic signature as described in Section 8.08 of Article VIII below, as well as by an affirmative consent set forth in electronic mail (i.e., a reply email). For the purposes of this Section 4.16 only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the Law.

Section 4.17. Rights of Inspection. Every Director shall have the absolute 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 V
COMMITTEES

Section 5.01. Committees of Directors. The Board may by resolution adopted by a majority of the

Directors then in office, create one or more Board committees each consisting of two or more Directors, to serve at the discretion of the Board. 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:

(a) Approve of any action for which approval of members is required under Section 5034 of the Law or approval of a majority of all members is required under Section 5033 of the Law;

(b) Fill vacancies on the Board or on any committee that has the authority of the Board;

(c) Fix compensation of the Directors for serving on the Board or on any committee that has the authority of the Board;

(d) Amend or repeal Bylaws or adopt new Bylaws;

(e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

(f) Appoint other committees of the Board or the members thereof if such committee will have the authority of the Board;

(g) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

(h) Approve any self-dealing transaction (as defined in Section 523(a) of the California Nonprofit Public Benefit Corporation Law), except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the California Nonprofit Public Benefit Corporation Law subject to ratification by majority of the Directors then in office (without counting the vote of any interested Director) at the next meeting of the Board.

Section 5.02. Standing Committees. The term "standing committee" shall mean any committee appointed by the Board, that is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board (subject to the restrictions described in Section 5.01 of these Bylaws), or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board.

The Corporation shall have the following standing committees: “Executive Committee”, “Finance Committee”, “Governance Committee” and “Strategic Advancement Committee”. The President shall, subject to the requirements specified in Section 5.02(a) through (d), appoint as chair (“Chair”) of each committee a Director and as members of the standing committees at least one Director, and, at the President’s discretion, a member of the permanent staff. All committee appointments shall be subject to the ratification of the Board. The standing committees referenced below shall have powers and duties set forth in these Bylaws, and such other powers and duties as the Board shall from time to time deem necessary and advisable as specified by resolution duly adopted by the Board.

(a) **Executive Committee.** The Executive Committee shall comprise the President, the Vice President, the Treasurer, and the Secretary. The President shall serve as Chair of the Executive Committee. Additional Directors may be appointed to the Executive Committee by a majority vote of the Directors then in office. The President-elect shall be permitted to attend all meetings of the Executive Committee but shall not be a member of the

Executive Committee unless approved by a majority vote of the Directors then in office. The Executive Director of the Corporation shall also serve as an ex officio, non-voting member of the Executive Committee.

Subject to Section 5.02(a)-(d), the Board shall have the power to change the members of the Executive Committee at any time, either with or without cause and to fill vacancies, provided that all appointments to the Executive Committee shall be by a majority vote of the Directors then in office.

The Executive Committee shall hold regular meetings on a bi-monthly basis and shall have special meetings upon the call of the President or any two members of the committee. The Executive Committee shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers that may require it. The Executive Committee shall also have the power of general supervision, management, and control of the business of the Corporation and over its several officers.

The Executive Committee shall, in addition to those activities as the President may direct, be responsible for reviewing the performance of the Executive Director and shall make a recommendation to the Board on an annual basis as to the compensation of the Executive Director.

The Executive Committee shall make regular reports of its activities to the Board.

(b) **Finance Committee.** The Finance Committee shall be chaired by the Treasurer of the Corporation. The Finance Committee shall have supervision and authority over all funds, securities, and other investments of the Corporation. It shall execute the investment policies of the Corporation, subject to any directions that may be given to the committee by the Board. The Finance Committee shall make regular reports of its activities to the Board.

(c) **Governance Committee.** The Governance Committee shall consist of not fewer than three Directors. The Governance Committee shall be responsible for identification and recruitment of Director candidates for nomination to the Board and shall present such candidates to the Board at least once each a year. At least 10 days prior to each meeting of the Board at which potential Board candidates are to be elected, the Governance Committee shall meet and place in nomination for consideration at a meeting of the Board the names of candidates to be voted on as Directors as provided for in these Bylaws.

The Governance Committee shall also make recommendations to the Board for officers and elective members for the ensuing year, at least 10 days prior to the meeting of the Board at which such positions are to be elected. The Governance Committee shall also nominate new Board members when vacancies occur, as set forth in Section 4.06.

In making recommendations, the Governance Committee shall, to the extent reasonably practicable, consider (i) whether the candidates represent the diversity of the populations served by the Corporation, (ii) whether the candidates are associated with health, public health or human service providers, and (iii) other relationships between the candidates and the Corporation and/or the greater Pasadena area.

(d) **Strategic Advancement Committee.** The Strategic Advancement Committee shall be responsible to advance the mission of Young & Healthy by setting a strategic vision to

institutionalize the philanthropic process and develop the strategic plan for advancement. It is the responsibility of the Committee to ensure that the plan is executed and continues to advance the organization's mission. Committee members will lay out a strategy to sustain and grow the organization by identifying gaps and opportunities for philanthropic support.

(e) **Section 5.03. Committee Meetings/Quorum.** Notice of, and procedures for, meetings of committees shall be the same as those provided for meetings of the Board set forth in Article IV.

Section 5.04. Revocation of Delegated Authority. The Board may, at any time and from time to time, revoke or modify any or all the authority that the Board has delegated to a committee, increase or decrease (but not below two (2) Directors) the number of members of a committee, and fill vacancies in a committee from the members of the Board.

Section 5.05. Advisory Committees. The President of the Board, the Board, or the Executive Committee may from time to time appoint such advisory committees as deemed appropriate, to perform such tasks as providing general advice and guidance to the Board, evaluating grant recipients, determining the community need that the grantee fulfills and the grantee's effectiveness in fulfilling such need, acting as a liaison between the Corporation and the community, and fulfilling such other duties as may be requested by the Board. Advisory committees shall consist of Directors or persons who are not Directors, but such advisory committees shall not be deemed committees of the Board and shall not exercise any powers of the Board or hold themselves out as agents of the Corporation. Notice of, and procedures for, meetings of advisory committees, and meetings of advisory committees may be set and called by the President of the Board, the Board, the Executive Committee, or the Chair of the advisory committee.

ARTICLE VI
OFFICERS

Section 6.01. Officers. The officers of the Corporation shall be a "President", "Vice President", "Secretary" and "Treasurer", each of whom shall be a Director. The Corporation may also have at the discretion of the Board, one or more "Assistant Secretaries", one or more "Assistant Treasurers", and such other officers as may be elected or appointed in accordance with the provisions of Section 6.03. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board.

Section 6.02. Election. The officers of the Corporation shall be elected for a term of one year, except such officers as may be elected or appointed in accordance with the provisions of Section 6.03 or Section 6.05, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 6.03. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such a period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 6.04. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the

Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05. Vacancies. 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 election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6.06. President. The President shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. Duties shall include the appointing of all standing and other committees and the designation of the Chair thereof, subject to the ratification of the Board. The President shall be an ex officio, non-voting member of all committees. In addition, the Board may require that the President be considered as a regular member of any committee for the purpose of constituting a quorum of such committee.

Section 6.07. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

Section 6.08. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by law or by these Bylaws to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.09. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.10. Chief Financial Officer. The Board may designate a person, who need not be a member of the Board, to serve as the "Chief Financial Officer" of the Corporation. In the absence of such a designation, the Treasurer shall serve as the Chief Financial Officer of the Corporation.

Section 6.11. Assistant Secretary and Assistant Treasurer. The Assistant Secretary and the Assistant Treasurer shall have all the powers, and may discharge all the duties, of the Secretary or the Treasurer, respectively. The Assistant Secretary and the Assistant Treasurer shall have such other powers and duties as may be assigned to them by the President or the Board.

Section 6.12. Duties of Executive Director. The "Executive Director" shall be the operating and executive head of the Corporation, under the Board of Directors. As such, the Executive Director shall have authority and responsibility for all the activities of the Corporation, except for such duties and

responsibilities as may be reserved expressly by the Board to itself or to one of its standing or special committees. The Executive Director shall make regular bi-monthly reports to the Executive Committee and the Board as to the Executive Director's conduct of the Corporation's business. The Executive Director shall prepare and submit to the Board before the commencement of each fiscal year a detailed budget of proposed revenues and expenditures. Subject to the direction and approval of the Board, the Executive Director shall employ the necessary personnel requisite to carrying on the endeavors of the Corporation and shall be responsible for their conduct and faithful discharge of their respective duties. The Executive Director shall, at least annually, review and approve the programs of the Corporation.

ARTICLE VII
CORPORATE RECORDS AND REPORTS

Section 7.01. Minute Book. The Corporation shall keep a minute book in written form that shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 7.02. Books and Records of Account. The Corporation shall keep adequate and correct books and records of account, that includes but is not necessarily limited to accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 7.03. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The Corporation shall keep at its principal office a copy of its federal tax exemption application and, for three years from their date filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Law (or other applicable law).

Section 7.04. Annual Report. The Board shall cause an annual report to be furnished to the Directors not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such accountant's report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall contain, in appropriate detail, the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

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

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

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

(e) Any information required by Section 7.05 of these Bylaws.

Section 7.05. Annual Statement of Certain Transactions and Indemnifications.

(a) The Corporation shall furnish annually to its Directors a statement of any covered transaction or indemnifications described below if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 7.04 of these Bylaws. A covered transaction under this Section 7.05 is a transaction in which the Corporation was a party, and in which either of the following interested persons had a direct or indirect material financial interest (excluding a mere common Directorship):

1. Any Director or officer of the Corporation, or its parent or subsidiary.

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

(b) The statement required by this Section 7.05 shall describe briefly:

1. Any covered transaction (including compensation of officers and Directors) during the previous fiscal year involving more than $50,000 or which was one of a number of covered transactions in which the same interested persons had a direct or indirect material financial interest and which transactions in the aggregate involve more than $50,000.

2. The names of the interested persons involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

3. The amount and circumstances of any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer of Director of the Corporation.

ARTICLE VIII
OTHER PROVISIONS

Section 8.01. Fees and Expenses. Directors and members of committees may receive such compensation and reimbursement for expenses as may be fixed or determined from time to time by the Board.

Section 8.02. Loans to Directors and Officers. The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless approved by the California Attorney General; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, provided that in the absence of any such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation. Subject to the provisions of Section 4.05, nothing contained in these Bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefore.

Section 8.03. Endorsement of Documents; Contracts. Subject to the provisions of this Section and of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Contracts which

involve a total expenditure of the Corporation of $24,999 or less may be executed by the Executive Director and no further signatures will be required. Contracts which involve a total expenditure of the Corporation between $25,000 - $49,999 may be executed by the Executive Director and the Treasurer and no further signatures will be required. Contracts which involve a total expenditure of the Corporation of $50,000 or more must be voted on by the Board and a quorum of members of the Board individually or collectively consenting to the expenditure. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no other officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

Section 8.04. Representation of Shares of Other Corporations. The President, or any other officers authorized by the Board or the President, are each authorized to vote, represent, and exercise on behalf of the Corporation, all rights incident to any and all shares of any other Corporation or Corporations standing in the name of the Corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 8.05. Indemnification. The Corporation shall, to the maximum extent permitted by the Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation and shall likewise have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 8.05, an "agent" of the Corporation includes any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

Section 8.06. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions in the Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 8.07. Amendments. These Bylaws may be amended or repealed by the approval of the Board.

Section 8.08. Electronic Signatures. Except as otherwise may be required by law, or by an applicable filing agency or other third party, at any time that a signature is required on a document, the signature can be executed in ink, by facsimile, portable document format (.pdf) signature or E-signatures such as DocuSign®, and such document executed by facsimile, portable document format (.pdf) or E-Signature shall be effective for all purposes as though it was executed as a “blue ink” original.

ARTICLE IX
EMERGENCY PROVISIONS

During any emergency resulting from an attack on the United States or on a locality in which the Corporation conducts its activities or customarily holds meetings of the Board, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or of the Executive Committee, if any, cannot readily be convened for action, a meeting of the Board or of that committee may be called by any officer or Director. Notice of

a meeting so called need be given only to those Directors of the committee, as the case may be, as it may be feasible to reach at the time and by the means feasible at the time including, without limitation, publication or radio.

The Director or Directors in attendance at the meeting of the Board so called, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee so called, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in the order of priority and subject to the conditions and for the period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board or of the Executive Committee, be deemed Directors of the committee for the meeting.

The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during the emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative offices or authorize the officers to do so.

CERTIFICATION

I hereby certify that I am the duly elected and acting Secretary of YOUNG & HEALTHY, and that the foregoing Bylaws were duly adopted by the Board of Directors of YOUNG & HEALTHY on February 13, 1995, and amended June 18, 1999, November 24, 2009, June 25, 2014, and September 27, 2023, and are the current Bylaws of YOUNG & HEALTHY.

	9/27/2023
_____	_____
Secretary	Date