

Revised Bylaws Related to C-2 Contract Requirements 4/2022

The language highlighted in **green** will be added.

Section 5.6 Powers

Subject to the provisions imposed by law, by the Articles of Incorporation or by these Bylaws, the activities and affairs of the Corporation shall be conducted by and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without limiting the foregoing, the Board of Directors shall have, among other things, the power:

(a) To carry out the purposes of the Corporation as expressed in its Articles of Incorporation and in these Bylaws.

(b) To establish the policies of the Corporation.

(c) To adopt rules and regulations, consistent with law, the Articles of Incorporation and these Bylaws, for the guidance of and the management of the affairs of the Corporation.

(d) To appoint and remove the President, Vice President, Secretary, Treasurer, Executive Director or any other Officer of the Corporation and, except as otherwise provided in these Bylaws, to prescribe the duties and to fix the compensation of the Executive Director.

(e) To establish, in addition to the standing committees hereinafter provided for, such committees as the Board of Directors may deem necessary or desirable, and to fix the duties and powers of said other committees.

(f) To do, perform and transact all other business and acts which this Corporation by the laws of the State of California is permitted to do, transact and perform.

(g) To set the policy and overall governance of the Corporation, but not to engage in the day-to-day operations of the Corporation, since the day-to-day operations are to be handled by the Executive Director of the Corporation.

Section 5.7 Duties

The Directors shall:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation and by these Bylaws.

(b) Cause to be kept open to inspection of any person entitled thereto and making proper demand therefor, among other things, a book of minutes of all meetings of the Board of Directors and

of the duly authorized committees of the Board of Directors, and adequate and correct books of account of the properties and business transactions of the Corporation, all in the form prescribed by law and showing the details required by law. The Board of Directors shall designate by resolution where such records shall be kept; and in the absence of any such designation, such records shall be kept at the principal executive office of the Corporation.

(c) Meet at such times and places as required by these Bylaws.

(d) Within 120 days after the end of the Corporation's fiscal year, cause to be prepared and delivered to each Director an annual report containing the following information, in appropriate detail, for the fiscal year:

(1) The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year, with a separate listing for the Social Security Supplemental Custodian Account.

(2) The principal changes in assets and liabilities, including trust funds.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.

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

(5) Any information required by Section 5.7(e) of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants.

(e) As a part of the annual report referred to in Section 5.7(d), above, the Corporation shall annually furnish to each Director a statement briefly describing any indemnification or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Officer or Director of the Corporation as authorized by Section 10.1 of these Bylaws.

(f) The Corporation shall provide the necessary training and support to Directors to ensure maximum understanding and participation in carrying out their roles and responsibilities as per Welfare and Institutions Code Section 4622 (g) (1) and (2). This support shall include the selection, training and monitoring of facilitators who will support board members in understanding and participation in carrying out their roles and responsibilities; provided that the facilitators shall respect all confidentiality requirements and shall not substitute their own views for the views of the board member they are assisting.