

AMENDED AND RESTATED BYLAWS
OF THE
ECONOMIC DEVELOPMENT CORPORATION
OF LOS ANGELES COUNTY

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the Economic Development Corporation of Los Angeles County, (the "Corporation") for the transaction of its business is located at 444 South Flower Street, 34th Floor, Los Angeles, California 90071, or such other location within the county of Los Angeles, California, as the Executive Committee determines.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Executive Committee (defined below) at any place or places.

ARTICLE II

PURPOSES

The function of the Corporation shall be to ease the burdens of government by assisting, implementing, supporting and/or contributing to the support of programs, projects and activities of a public nature, which are directed toward improving economic conditions throughout Los Angeles County, to promote and assist the growth and development of business and jobs throughout Los Angeles County, and educating the public through economic research, analysis and otherwise. By serving as a vehicle to facilitate cooperation between the public and private sector, the Corporation will coalesce local, State and Federal resources to increase private investment, particularly in the economically distressed areas of said County. Notwithstanding the foregoing, (i) the Corporation shall at no time perform any function or carry on any activity 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 of 1954, as amended (herein called the "Internal Revenue Code") or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and (ii) nothing contained in this Article II shall prohibit the Corporation from carrying on any activity permitted of a corporation which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

BOARD OF GOVERNORS

Section 1. Powers and Mission.

(a) Powers. Subject to the limitations of the Articles of Incorporation and these Amended and Restated Bylaws, the members of the Board of Governors (hereinafter referred to

as the “Board”) shall have all the rights and privileges conferred upon members of a nonprofit public benefit corporation (as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Code). Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the power to appoint the members of the Executive Committee.

(b) Mission. The mission of the Board is to develop, advise and recommend to the Executive Committee the programs, actions and activities to be undertaken by the Corporation which facilitate the core mission of the Corporation. Such advice and recommendations shall be presented to the Executive Committee by the various Board Committees established by the Executive Committee as set forth in Section 10 of this Article III below.

Section 2. Qualifications and Appointments. The initial membership of the Board shall consist of the current members of the Los Angeles County Economic Development Corporation Board of Directors. The membership may be expanded to include such other individuals as may, from time to time, be duly admitted to membership pursuant to the provisions of this Article III of these Amended and Restated Bylaws. The Board shall at all times consist of at least twenty-five members; and further, the Board shall include members from at least two of the following classes: local government, private sector lending institution, community organization or business organization.

(a) Any individual shall be eligible for the Board if he or she:

(i) indicates an interest and desire to become a member by signing a membership application form to be maintained with the Corporation’s records;

(ii) has demonstrated expertise in one of the following areas: community economic development; financing; construction; manufacturing; commercial, industrial and/or residential development; business management; business servicing; real estate; accounting; law; entertainment; charitable foundations; public relations/marketing; educational institutions; hospitality; tourism, government and other areas of major employment;

(iii) possesses good character and reputation; and

(iv) makes (or his/her affiliated entity makes) a financial contribution to support the mission of the LAEDC at an amount no less than that amount set by the Executive Committee.

All individuals who are accepted for membership other than those individuals accepted as a result of their government positions or for whom the Executive Committee has made special allowances as set forth in Sections (c), (d) and (e) below, shall make annual financial contributions that in an aggregate amount shall be set from time to time by the Executive Committee. As of the date these Amended and Restated Bylaws are adopted, such amount is currently set at \$5,000.

(b) Notwithstanding the provisions of Section 2(a)(iv) above, the Chief Administrative Officer (“CAO”) of the County of Los Angeles may designate up to three (3) administrative employees of the County of Los Angeles, one of whom shall be the CAO, to serve as non-voting *ex officio* members of the Board. Such designees (including the CAO) shall be

allowed to serve without being required to make any financial contributions to the Corporation for so long as (i) such individuals are employees of the County of Los Angeles, (ii) the County of Los Angeles has an annual services agreement with the Corporation, and (iii) the County of Los Angeles fulfills its obligations thereunder. Except with respect to his or her personal involvement, the CAO may change his or her other designees at any time for any reason.

(c) Notwithstanding the provisions of Section 2(a)(iv) above, each of the serving county supervisors for the County of Los Angeles may designate an independent, non-County of Los Angeles employed representative to serve as an *ex officio* member of the Board; each such representative shall be allowed to serve without being required to make any financial contributions to the Corporation for so long as (i) the County of Los Angeles has an annual services agreement with the Corporation, and (ii) the County of Los Angeles fulfills its obligations thereunder. Any serving county supervisor may change his or her respective representative at any time for any reason.

(d) Notwithstanding the provisions of Section 2(a)(iv) above, such regional economic development corporations or strategic partner organizations as the Executive Committee determines represents a geographic, industrial or demographic area substantially similar to those of the Corporation and which substantially supports the mission of the Corporation may designate one representative to serve as a non-voting, *ex officio* Board member. Any such individual appointed pursuant to this Section 2(d) shall be required to make such annual contribution (if any) as the Executive Committee deems appropriate for such individual under the circumstances.

(e) Notwithstanding the provisions of Section 2(a)(iv) above, should the Executive Committee determine it is in the best interests of the Corporation, the Executive Committee may appoint such former chairs of the Corporation, as the Executive Committee may determine is in the best interests of the Corporation, to serve as members of the Board. Any such individual appointed pursuant to this Section 2(e) shall be required to make such annual contribution (if any) as the Executive Committee deems appropriate for such individual under the circumstances.

(f) Notwithstanding the provisions of Section 2(a)(iv) above, should the Executive Committee determine it is in the best interests of the Corporation, the Executive Committee may appoint additional members to the Board if such appointment would further the goals of the Corporation or would otherwise support the core mission of the Corporation; provided that the total number of members appointed pursuant to this Section 2(f) shall not exceed an amount equal to ten (10) percent of the total membership of the Board, and any such individual appointed pursuant to this Section 2(f) shall be required to make such annual contribution (if any) as the Executive Committee deems appropriate for such individual under the circumstances.

Section 3. Application for Board Membership. Applications for Board membership shall be submitted to the Secretary of the Corporation on a written form prescribed and approved by the Board.

Section 4. Termination of Board Membership. Board Membership in the Corporation may be suspended or terminated by the Board in strict accordance with the

requirements of Section 5341 of the California Nonprofit Corporation Law. A suspended member shall not be entitled to exercise any of the rights set forth in these Bylaws.

Section 5. Withdrawal of Board Member. Any Board member may resign at any time. Such resignation shall become effective upon the member's written notification to the President of the Corporation.

Section 6. Transfer of Board Memberships. No Board member may transfer a Board membership or any right arising from it without the prior express approval of the Executive Committee. All rights of Board membership cease on the effective date of a Board member's resignation, on a Board membership's termination in accordance with Section 4 or Section 5 of this Article, or on a member's death. Nevertheless, the Executive Committee may approve a transfer of a Board membership in its sole discretion.

Section 7. Appointment of Substitute Board Members. Should a Board Member who represents the interests of a particular corporation or organization leave such corporation or organization, the Executive Committee may, in its sole discretion, allow said corporation or organization to appoint a new Board member to represent its interests for the remainder of the fiscal year, at no additional cost.

Section 8. Liabilities of Board Members. No person who is now or who later becomes a Board member of the Corporation shall, by reason of his or her position as a Board member, be personally liable to the Corporation's creditors for any indebtedness or liability, and any and all creditors of the Corporation shall look only to the assets of the Corporation for payment.

Section 9. Board Member Status. For the purposes of the California Nonprofit Corporation Code, members of the Board of Governors shall be and be deemed to be the members of the Corporation as defined under Section 5056 of the California Nonprofit Corporation Code.

Section 10. Board Committees. The membership of the Board of Governors at large may be divided into two or more advisory Board Committees, as determined by the Executive Committee, in its sole and absolute discretion. Each Board Committee shall be chaired by a member of the Executive Committee. The Chairperson of the Executive Committee must approve, in advance, the appointment of any non-Board member to such Board Committee. Such Board Committees may include, but shall not be limited to, a Transportation Committee, an Aviation Committee, a Real Estate Committee, an International Committee, a Workforce Development Committee, a Business Attraction Committee, and an Industrial Land Use Committee. Unless expressly authorized by the Executive Committee, all Board Committees shall be exclusively advisory in nature.

ARTICLE IV

MEETINGS OF BOARD OF GOVERNORS

Section 1. Place and Governance of Meeting. Meetings of the Board of Governors shall be held at any place within or outside the State of California designated by the Executive Committee. In the absence of any such designation, members' meetings shall be held at the

principal executive office of the Corporation. The Chair of the Executive Committee, or his designee, shall chair all meetings of the Board, if present. In the absence of the Chair, the President or a Vice-Chair of the Corporation shall chair such meeting in the Chair's absence.

Section 2. Annual Meeting. The annual meeting of the Board of Governors shall be held each year on a date and at a time designated by the Executive Committee. The date so designated shall be within six (6) months after the end of the fiscal year of the Corporation and within fifteen (15) months after the last annual meeting. At each annual meeting the various members of the Executive Committee shall be elected and any other proper business may be transacted.

Section 3. Special Meeting.

(a) Authorized persons who may call. A special meeting of the Board of Governors may be called at any time by any of the following: The Executive Committee, the Chairperson of the Executive Committee, the president, any five Executives, or by ten percent (10%) or more of the members of the Board of Governors.

(b) Calling meetings by members. If a special meeting is called by ten members of the Board of Governors other than members of the Executive Committee, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the president, the vice-president, or the secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote that a meeting will be held, and the date and time for such meeting, which date and time shall be fixed by the Executive Committee and shall be not less than ten (10) nor more than twenty (20) days following the receipt of the request. If the notice is not given within the twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of the Board of Governors may be held when the meeting is called by action of the Executive Committee.

Section 4. Notice of Meetings of the Board of Governors.

(a) General notice contents. All notices of meetings of the Board of Governors shall be sent or otherwise given in accordance with subsection (c) of this Section 4 not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Executive Committee, at the time of giving the notice, intends to present for action by the Board of Governors. The notice of any meeting at which Executives are to be elected shall include the name of any nominee or nominees for election to the Executive Committee at the time the notice was given.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Board action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) Removing a member of the Executive Committee;
- (ii) Filling vacancies on Executive Committee by the members;
- (iii) Amending the articles of incorporation;
- (iv) Electing voluntarily to wind up or dissolve the Corporation;
- (v) Approving a plan of merger which affects the rights of any member.

(c) Manner of giving notice. Notice of any meeting of the Board of Governors shall be given either personally or by first-class mail or telegraphic or other written or electronic communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice. The address of the member for the purpose of notice shall be that person's message box at the Corporation's principal executive office unless that member has informed the Corporation in writing that he or she prefers a different address. Notice shall be deemed to have been given at the time when delivered personally or deposited in the member's message box or deposited in the mail or sent by telegram or other means of written communication.

If any notice addressed to a member at the address of that member appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the member at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the member on written demand of the member at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice.

(d) Affidavit of mailing notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary, assistant secretary, or any other party of the Corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the Corporation.

Section 5. Quorum.

(a) Fraction required. One-third of the members of the Board of Governors, whether personally appearing or appearing by proxy as set forth in Section 13 of this Article IV, shall constitute a quorum for the transaction of business at a meeting of the members of the Board of Governors.

(b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members 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 6. Adjourned Meeting. Any of the Board of Governors meeting, annual or special, 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, either in person or by proxy. But in the

absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

When any meeting of members, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at a meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Executive Committee shall set a new record date. Notice of any such adjourned meeting shall be given to each member of record entitled to vote at the adjourned meeting in accordance with the provisions of Section 4 of this Article IV. At any adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting.

Section 7. Participation in Meetings by Conference Telephone. Members of the Board may participate in any meeting through the use of video, telephone conference, or other communication equipment that allows for each member to hear every other member; provided, however, such participation shall be on such terms and in such manner as determined by the Executive Committee.

Section 8. Voting.

(a) Eligibility to vote. Persons entitled to vote at any meeting of the Board of Governors shall be the members as of the date determined in accordance with Section 12 of this Article IV, subject to the provisions of the California Nonprofit Corporation Law.

(b) Manner of casting votes. Voting may be by voice or ballot, provided that any election of Executives must be by ballot if demanded by any member before the voting begins.

(c) Only majority of members represented at meeting required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members of the Board of Governors represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by California Nonprofit Corporation Law or by the articles of incorporation.

Section 9. Voting Rights. Each member of the Board of Governors shall be entitled to cast one vote on all matters submitted to a vote of the members of the Board of Governors.

Section 10. Waiver of Notice or Consent by Absent Members.

(a) Written waiver or consent. If a meeting of the Board of Governors is determined to have been improperly noticed for any reason whatsoever, the transactions of any meeting of the Board of Governors, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that, if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of this Article IV, the waiver of notice or

consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 11. Action By Written Consent Without a Meeting. Any action that may be taken at any annual or special meeting of the Board of Governors may be taken without a meeting and without prior notice if the written ballot of every member is solicited and if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of the Board of Governors. All such written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records. All solicitations of ballots shall indicate the proposed action, the number of responses necessary for a quorum, the percentage of approvals necessary for an action to be passed, an opportunity to express approval or disapproval, and the time by which the ballot must be returned to be counted.

Section 12. Record Date For Member Notice, Voting, and Giving Consents.

(a) To be determined by Executive Committee. For the purposes of determining which members of the Board of Governors are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Executive Committee may fix, in advance, a "record date," which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any new membership on the books of the Corporation after the record date, except that former members may not vote at a meeting and except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Failure of Executive Committee to determine date.

(i) Record date for notices or voting. Unless fixed by the Executive Committee, the record date for determining those members of the Board of Governors entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(ii) Record date for written consent to action without a meeting. Unless fixed by the Executive Committee, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Executive Committee has been taken, shall be the day on which the first written consent is given. When prior action of the Executive Committee has been taken, it shall be the day on which the Executive Committee adopts the resolution relating to that action.

(iii) “Record date” means as of close of business. For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

Section 13. Proxies.

(a) Right of members. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the Corporation. A proxy shall be deemed signed if the member’s name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member’s attorney in fact.

(b) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three years from the date of execution.

(c) Form of solicited proxies. In any election of Executives, any form of proxy that is marked by a member “withhold,” or otherwise marked in a manner indicating that the authority to vote for the election of Executives is withheld, shall not be voted either for or against the election of a Executive. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

(d) Requirement to set forth general nature of subject of proxy. Any proxy distributed to ten (10) or more members shall afford an opportunity to specify a choice between approval and disapproval of each matter or group of related matters intended to be acted upon and shall provide, subject to reasonable specified conditions, that the vote shall be cast in accordance with the choice specified on the proxy.

(e) Effect of member’s death. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the Corporation.

(f) Subject matter of proxy. A proxy need not specify either the business to be transacted or the purpose thereof unless otherwise required by the Executive Committee.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Committee. The Executive Committee may delegate the management

of the activities of the Corporation to any person or persons, a 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 Executive Committee. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Executive Committee shall have the following powers in addition to the powers enumerated in these Amended and Restated Bylaws:

(a) To select and remove the officers, agents and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Amended and Restated Bylaws, supervise them, fix their compensation, and require from them security for faithful service. Such compensation may be increased or decreased at the pleasure of the Executive Committee; provided, however, that such compensation shall never exceed that which is reasonable.

(b) To make such rules and regulations for the conduct of the affairs and activities of the Corporation as the Executive Committee may deem advisable and as are not inconsistent with law, the Articles of Incorporation or these Amended and Restated Bylaws.

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

(d) To invest and to reinvest the assets of the Corporation in every kind of property, real, personal or mixed, and every kind of investment, specifically including, but not limited to, corporate obligations of every kind, stocks (preferred or common), shares of investment trusts, investment pools, common funds, investment companies, mutual funds, partnerships and mortgage participations, which persons of prudence, discretion and intelligence acquire for their own account, and any common trust fund administered by the Chief Financial Officer.

(e) To create additional non-voting classes of membership in the Board of Governors.

Section 2. Number of Executives; Election and Term of Office. The authorized number of members of the Executive Committee (who, for the purposes of these Amended and Restated Bylaws, shall be referred to as “Executives”) shall consist of not less than twenty-five (25) nor more than ninety-five (95) Executives, with the exact number of Executives to be fixed within the limits specified herein by resolution of the Executive Committee as enacted from time to time. No reduction of the authorized number of Executives shall have the effect of shortening the term of any incumbent Executive. With approximately one-half (1/2) of the Executives appointed each year, Executives shall hold office for either: (i) a term of two (2) years from the date of their appointments or (ii) in the case of an individual appointed to fill a vacancy, the remainder of the fiscal year in which they were appointed. Executives shall hold such office until death, removal or resignation, loss of qualification as an Executive as set forth in Section 3 of this Article V or until their successors have been duly elected and qualified. Executives shall be elected to hold office at each annual meeting of the Board of Governors and shall hold office until the expiration of the term for which they were elected, and until their successors have been duly elected and qualified, or until his or her prior death, resignation or removal.

Section 3. Qualifications and Appointment of Executives.

(a) Qualifications. In order for an individual to become an Executive, he or she must meet the following qualifications:

(i) he or she shall be a member in good standing of the Board of Governors;
and

(ii) he or she shall make the annual financial contribution to be an Executive in an aggregate amount which shall be set from time to time by the Executive Committee. As of the date that these Amended and Restated Bylaws are adopted, such amount is currently set at \$10,000.

(b) Appointments. In addition to the those individuals appointed to the Executive Committee by the Board of Governors and notwithstanding the requirements of Section 3(a)(ii) above, the following individuals shall also be Executives:

(i) County Administrator. Provided that such individual meets the qualification set forth in Section 3(a)(i) above, the Chief Administrative Officer for the County of Los Angeles shall be a non-voting, *ex officio* member of the Executive Committee without having to make any annual financial contribution beyond Los Angeles County's annual services agreement to support the Corporation.

(ii) Representatives of County Supervisors. Provided each such individual meet the qualification set forth in Section 3(a)(i) above, each individual representative designated by a Los Angeles County Supervisor pursuant to Article III, Section 2(c), above shall be an *ex officio* member of the Executive Committee without having to make any annual financial contribution beyond Los Angeles County's annual services agreement to support the Corporation.

(iii) Former Chair Appointments. The Executive Committee may appoint up to five (5) former chairs of the Corporation, as the Executive Committee may determine is in the best interests of the Corporation, as members of the Executive Committee; provided such individuals meet the qualification set forth in Section 3(a)(i) above, and provided that such individual makes such annual contribution (if any) that the Executive Committee deems appropriate for such individual.

(iv) Executive Committee Appointments. The Executive Committee may appoint up to five (5) additional individuals, who the Executive Committee believes support the core mission of the Corporation, to be voting or non-voting members (in the discretion of the Executive Committee) of the Executive Committee; provided such individuals meet the qualification set forth in Section 3(a)(i) above, and provided that such individual makes such annual contribution (if any) that the Executive Committee deems appropriate for such individual.

Section 4. Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Executive may resign effective upon giving written notice to the Chairperson of the Executive Committee, the President, the Secretary, or the Executive Committee, unless the notice specifies a later time for the effectiveness of such

registration. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 5. Removal. Any Executive may be removed with cause by the affirmative vote of a majority of the Executives present at a meeting duly held at which a quorum is present.

Section 6. Vacancies.

(a) Events causing vacancy. A vacancy or vacancies in the Executive Committee shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Executive, (ii) the declaration by resolution of the Executive Committee of a vacancy of the office of an Executive who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached any duty under Sections 5230 and following of the California Nonprofit Corporation Law, (iii) the vote of a majority of all the members of the Board of Governors to remove an Executive, (iv) the increase of the authorized number of Executives, (v) at the discretion of the Executive Committee, an Executive's failure to attend three or more consecutively scheduled meetings of the Executive Committee without the approval of the Chairperson of the Executive Committee, or (vi) the failure of the members of the Board of Governors, at any meeting of members of the Board of Governors at which any Executive or Executives are to be elected, to elect the number of Executives to be elected at such meeting.

(b) Vacancies filled by Executive Committee. Vacancies in the Executive Committee may be filled by a majority of the remaining Executives, though less than a quorum, or by a sole remaining Executive, except that a vacancy created by the removal of an Executive by court order may be filled only by the vote of a majority of the members of the Board of Governors entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of a majority of the required quorum of the members of the Board of Governors. Each Executive so elected shall hold office until the next annual meeting of the Board of Governors or until the expiration of the term for which such Executive was elected.

(c) Vacancies filled by Board members. Upon request from the Executive Committee, the members of the Board of Governors may elect an Executive or Executives at any time to fill any vacancy or vacancies not filled by the Executives.

(d) No vacancy on reduction of number of Executives. No reduction of the authorized number of Executives shall have the effect of removing any Executive before that Executive's term of office expires.

Section 7. Interested Executives. Not more than 49% of the persons serving on the Executive Committee at any time may be interested persons. An "interested person" is (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full time or part time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to an Executive as an Executive; and (2) any brother, sister, ancestor, descendant, spouse, brother in law, sister in law of any such person. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 8. Place of Meeting. Regular or special meetings of the Executive Committee shall be held at any place within or without the State of California which has been designated from time to time by the Executive Committee. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 9. Regular Meetings. Regular meetings of the Executive Committee shall be held without call or notice on such dates and at such times as may be fixed by the Executive Committee.

Section 10. Special Meetings. Special meetings of the Executive Committee for any purpose or purposes may be called at any time by the Chairperson of the Executive Committee, the President, the Secretary, or any two (2) Executives.

(a) Notice of the time and place of special meetings of the Executive Committee shall be given or delivered personally to each Executive, or sent to each Executive by first class mail or by other form of written, electronic or telephonic communication (including cable, telegram, telex and telephone) at least forty-eight (48) hours before the meeting if personal delivery is made or if the telephone, telegraph, cable facsimile, email or telex is used, and at least four (4) days before the meeting if the mail is used. Such notice shall be written, unless it is given either by telephone or personally, in which case it may be oral. Written notice shall be addressed or delivered to each Executive at his or her address as it is shown upon the records of the Corporation, or as may have been given to the Corporation by the Executive for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Executives are regularly held.

(b) 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 shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient or to such person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any Executive 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 Executive. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Quorum. One-third (1/3) of the Executives then in office who are eligible to vote constitutes a quorum of the Executive Committee for the transaction of business, except to adjourn as provided in Section 14 of this Article. All matters shall be decided by the vote of a majority of Executives present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Executive Committee, unless a greater number is required by the California Nonprofit Public Benefit Corporation Law (including, but not limited to, those provisions relating to approval of transactions with interested Executives, transactions involving corporations with common Executives, fixing of compensation for Executives,

creation of or appointment of committees and indemnification of Executives and other agents), or by the Articles of Incorporation or these Amended and Restated Bylaws, except that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Executives, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Participation in Meetings by Conference Telephone. Members of the Executive Committee may participate in any meeting through the use of video, telephone conference, or other communication equipment that allows for each member to hear every other member; provided, however, such participation shall be on such terms and in such manner as determined by the Executive Committee.

Section 14. Adjournment. A majority of the Executives present, whether or not a quorum is present, may adjourn any Executives' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Executives if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the Executives who were not present at the time of adjournment.

Section 15. Action Without Meeting. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Executive Committee shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Executive Committee and shall be filed with the minutes of the proceedings of the Executive Committee.

Section 16. Rights of Inspection. Every Executive shall have the absolute right at any reasonable time to inspect and copy any and all books, records and documents of every kind of the Corporation, and to inspect the physical properties of the Corporation.

Section 17. Committees. The Executive Committee may designate and appoint one or more committees (and shall designate those committees required by law), whose powers shall be delegated by the Executive Committee, including but not limited to an Audit Committee, a Compensation Committee, a Finance Committee, a Nominating Committee, a Legal Committee and a Board Development Committee, each consisting of one (1) or more Executives and, if the Executive Committee deems it appropriate, any number of non-Executive members, and delegate to such committees any of the authority of the Executive Committee *except* with respect to:

- (a) The filling of vacancies on the Executive Committee or in any committee;
- (b) The amendment or repeal of bylaws or the adoption of new bylaws;
- (c) The amendment or repeal of any resolution of the Executive Committee which by its express terms is not so amendable or repealable;
- (d) The appointment of committees of the Executive Committee or the members thereof;

(e) The approval of any self dealing transaction, as defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3) of such law; and

(f) The expenditure of corporate funds to support a nominee for Executive after there are more people nominated for Executive than can be elected.

Unless expressly authorized by the Executive Committee, all committees shall be strictly advisory in nature. As a result, any powers not delegated in writing by the Executive Committee to a committee shall be reserved by the Executive Committee.

All voting members of committees involved in the governance of the Corporation shall be voting members of the Executive Committee.

Any such committee must be established and the members thereof appointed by resolution adopted by a majority of the number of Executives then in office, and such committee may be designated by any name the Executive Committee shall specify. The Executive Committee may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Executive Committee shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Executive Committee or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meeting and actions of the Executive Committee. Minutes shall be kept of each meeting of each committee.

Section 18. Compensation. Executives and members of committees shall not receive any compensation for their services. Nothing shall preclude any Executive from serving the Corporation in any other capacity and receiving reasonable compensation for such services subject to the provision of Section 7 of this Article V.

Section 19. Executive Status. For the purposes of the California Nonprofit Corporation Code, members of the Executive Committee shall be and be deemed to be directors of the Corporation as defined under Section 5047 of the California Nonprofit Corporation Code.

ARTICLE VI

OFFICERS

Section 1. Required Officers. The officers of the Corporation shall be a Chairperson of the Executive Committee, a President, a Secretary, and a Chief Financial Officer, each of whom shall be chosen by and hold office at the pleasure of the Executive Committee. Any number of offices required or permitted by this Article may be held by the same person, except that the Secretary and Chief Financial Officer may not serve concurrently as the President or the Chairman of the Executive Committee.

Section 2. Permitted Officers. The Executive Committee may choose one or more Vice-Chairs, and 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 the Executive Committee at its pleasure may from time to time determine.

Section 3. Election of Officers. The officers shall be elected annually by the Executive Committee at a regular or special meeting of the Executive Committee, and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Amended and Restated Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Executive Committee at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Executive Committee.

Section 5. Resignation. 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 any 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. Chairperson of the Executive Committee. The Chairperson of the Executive Committee shall, if present, preside at all meetings of the Executive Committee and exercise and perform such other powers and duties as may be from time to time assigned by the Executive Committee. In the absence of the Chairperson at an Executive Committee meeting, the President, or in his absence a Vice-Chair, of the Corporation shall preside.

Section 7. President. Subject to the control of the Executive Committee, the President shall be the Chief Executive Officer of the Corporation and shall have general supervision, direction and control over the affairs and property of the Corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Executive Committee from time to time. If the Corporation has no Chairman of the Executive Committee, then the President, or in his absence, a Vice-Chair, shall preside at all meetings of the Executive Committee.

Section 8. Secretary. The Secretary shall be the custodian of the seal of the Corporation and of the books and records and files thereof. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Executive Committee may order, a minute book of all meetings of the Executive Committee, its committees and the members. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Executive Committee, any committee thereof and the members required by these Amended and Restated Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Executive Committee.

Section 9. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the Executives of the Corporation such financial statements and reports as are by law or these Amended and Restated Bylaws required to be sent to them. The Chief Financial Officer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation and

such depositaries as may be designated by the Executive Committee. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Executive Committee, shall render to the President or the Executives, whenever requested, an account of all transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be delegated by the Executive Committee.

ARTICLE VII

OTHER CLASSES

Section 1. Other Classes of Representation. The Executive Committee, in its sole and absolute discretion, may establish one or more additional categories of affiliated individuals which the Executive Committee believes support the core mission of the Corporation. The Executive Committee shall also set the qualifications for admission into such additional classes and appoint members to such classes.

Section 2. Limitations. Notwithstanding any other provision of these Bylaws, in no event shall any individual, as a result of such individual's membership in any affiliated class established under this Article VII have any power or authority over the operations or management of the Corporation, or vote with respect to any matters of the Corporation.

Section 3. Non-Member Status. For the purposes of the California Nonprofit Corporation Code, members of any affiliated class established pursuant to this Article VII shall not be, and in no way be deemed to be, a member of the Corporation as defined under Section 5056 of the California Nonprofit Corporation Code.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify Executives, officers, employees and agents to the full extent permitted by law, including, but not limited to, Section 5238 of the California Nonprofit Public Benefit Corporation Law and Chapter 42 of the United States Internal Revenue Code of 1986 (if applicable), as amended or superseded.

ARTICLE IX

REPORTS

Section 1. Inspection Rights Generally. Any inspection rights set forth in this Article may be exercised in person or by an agent or attorney, and shall include the right to copy and make extracts.

Section 2. Inspection Rights of Members. Any member of the Board of Governors may:

(a) inspect and copy the records of members' names and addresses and voting rights during usual business hours on five (5) business days' prior written demand on the Corporation, stating the purpose for which the inspection rights are requested, and

(b) obtain from the secretary of the Corporation, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Executives, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled.

The rights set forth above may be exercised by any member of the Board of Governors, for a purpose reasonably related to such person's interest as a member of the Board of Governors. The Corporation may, within ten (10) business days after receiving a demand, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list.

Section 3. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members of the Board of Governors at all reasonable times during office hours.

Section 4. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the Board of Governors and the Executive Committee and any committees of the Board of Governors of the Executive Committee shall be kept at such place or places designated by the Executive Committee, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member.

Section 5. Inspection By Executives. Every Executive shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation.

Section 6. Annual Report to the Board of Governors. The Corporation shall provide to the Board of Governors an annual report, prepared within 120 days of the close of its fiscal year, containing the following information in reasonable detail:

(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, for the fiscal year.

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

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

(e) Any information required by California Corporations Code Section 6322.

Section 7. Annual Statement of General Information. The Corporation shall file annually with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the names and complete business or residence addresses of the Chief Executive Officer, Secretary and Chief Financial Officer, the street address of its principal executive office or principal business office in this state, and a designation of the agent of the Corporation for the purpose of service of process, all in compliance with Section 6210 of the Corporations Code of California.

ARTICLE X

OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions 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, when signed by the Chairman of the Executive Committee, the President or the Chief Financial Officer 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. 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 Executive Committee, but, unless so authorized by the Executive Committee, no such person or persons 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 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Executive Committee 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 any such officer in person or by any person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Part 1 of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Amended and Restated Bylaws.

ARTICLE XI

AMENDMENTS

Section 1. Amendment By the Board of Governors. New bylaws may be adopted or these Amended and Restated Bylaws may be amended or repealed by approval of the members of the Board of Governors or their proxies, or by written consent of these persons.

Section 2. Amendment By Executives. Subject to the right of members under Section 1 of this Article XI, bylaws may be adopted, amended, or repealed by the Executive Committee unless the action would:

- (a) Materially and adversely affect the rights of members as to voting or dissolution;
- (b) Increase or decrease the number of the members of the Board of Governors authorized in total or for any class;
- (c) Effect an exchange, reclassification or cancellation of all or part of the memberships; authorize a new class of membership;
- (d) Increase the quorum for members' meetings;
- (e) Repeal, restrict, create or expand proxy rights of the members of the Board of Governors;
- (f) Fix or change the authorized number of Executives; or
- (g) Increase the terms of Executives.

THIS IS TO CERTIFY: That the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of the Corporation on the 16th day of March 2022.

Kendal R. Turner, Secretary of the Corporation