

BYLAWS

OF

**GROSSMONT HEALTHCARE
DISTRICT FOUNDATION**

(A California Nonprofit Public Benefit Corporation)

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**BYLAWS
OF
GROSSMONT HEALTHCARE DISTRICT FOUNDATION
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I
OBJECTIVES AND PURPOSES**

Section 1. General. Grossmont Healthcare District Foundation (the “Foundation”) and all its business and activities are to be operated and conducted in the promotion of its charitable and public objectives and purposes as specified in its Articles of Incorporation (the “Articles”); and in the conduct of its affairs, the management shall at all times be mindful of these charitable and public objectives and purposes.

Section 2. Specific. The Foundation is committed to supporting the Grossmont Healthcare District (“District”), a public body organized and existing under and pursuant to the provisions of The Local Health Care District Law, namely section 32000 et seq., of the Health and Safety Code of the State of California, and its charitable and public purposes. In these bylaws, the term “district,” when not capitalized, is used in its geographic sense, and means the territory over which the District exercises jurisdiction. The specific and primary purpose for which the Foundation exists is to promote the healthcare workforce which will enable the availability of and access to high quality health and wellness related services to the people of the Grossmont Healthcare District and the communities it serves, including without limitation soliciting, receiving, and maintaining gifts of money and property for the benefit of District, a public body organized and existing under and pursuant to the provisions of The Local Health Care District Law, namely section 32000 et seq. of the Health and Safety Code of the State of California, and to distribute such money and property to or for the benefit of the District. Healthcare workforce is defined as occupations which include all health care providers with direct patient care and support responsibilities, such as physicians (including primary care physicians, preventive medicine physicians, and specialty physicians), nurses, nurse practitioners, optometrists, physician assistants, pharmacists, dentists, dental hygienists, and other oral health care professionals, allied health professionals, doctors of chiropractic, community health workers, health care paraprofessionals, direct support professionals, psychologists and other behavioral and mental health professionals (including substance abuse prevention and treatment providers), social workers, physical and occupational therapists, certified nurse midwives, podiatrists, the emergency medical services workforce (including professional and volunteer ambulance personnel and firefighters who perform emergency medical services), licensed complementary and alternative medicine providers, integrative health practitioners, public health professionals, and any other health professional.

ARTICLE II
STATUTORY MEMBER

Section 1. Statutory Member. Unless and until the Articles and this Section 1 of Article II of these bylaws are amended to provide otherwise, the District shall be the sole statutory member of the Foundation as the term “statutory member” is defined in section 5056 of the California Nonprofit Corporation Law (the “Statutory Member”). No amendment to this Section 1 shall be valid or effective unless and until approved by the Statutory Member. Except as otherwise provided in these bylaws and not inconsistent with law, the Statutory Member shall have and be entitled to exercise fully all rights and privileges of a member of a nonprofit corporation under the California Nonprofit Corporation Law, as amended, and under all other applicable laws. In addition to these rights, the Statutory Member shall have the right to access all financial records, contracts, and agreements.

Section 2. Action by Statutory Member. Any and all action by the Statutory Member of the Foundation shall be effective when, and as evidenced by, a writing executed by an authorized representative of the Statutory Member is filed with the Secretary of the Foundation.

ARTICLE III
SUPPORT GROUPS

Section 1. General. The Board of Directors may by appropriate resolution from time to time define and establish auxiliaries, friends, and other support groups for the Foundation, but none of these auxiliaries, friends, or support groups or the constituents thereof shall be or have the rights and privileges of “members” within the meaning of section 5056 of the California Nonprofit Corporation Law with respect to the corporation.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Powers. Subject to any limitations contained in the Articles or these bylaws and the limitations of the law, the activities and affairs of the Foundation shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board of Directors (the “Board”). The activities and affairs of the Foundation shall be managed, and all corporate powers shall be exercised under the direction of, the Board.

Section 2. Limitation of Powers. Actions by the Foundation must be approved by the Statutory Member and shall include but shall not be limited to the following:

- (a) Changing the purpose or purposes of the Foundation;
- (b) Amending, repealing, or restating the Articles or bylaws of the Foundation;

- (c) Merging or consolidating the Foundation with one or more other corporations or organizations or affiliating the Foundation with one or more other corporations or organizations;
- (d) Selling or otherwise disposing of any or all of the Foundation's assets;
- (e) Voluntarily dissolving the Foundation;
- (f) Forming or acquiring an interest in any corporation, partnership, company, venture, association, organization, or other entity in which the Foundation will be the majority or controlling shareholder, partner, member, manager, venturer, associate, organizer, or owner; or will exercise control of the entity, directly or indirectly, through any other mechanism or arrangement;
- (g) Aggregate borrowing (including leases and sales contracts) in excess of a dollar amount stated in the bylaws or as established by the Statutory Member;
- (h) Transactions outside the ordinary course of business;
- (i) Approval of transactions involving the Foundation and an officer or director of the Foundation;
- (j) The approval of the annual budget including any new programs or services; and
- (k) The appointment, termination, and compensation of the Chief Executive Officer.

Section 3. Number of Directors. The authorized number of Directors of the Foundation shall be five (5). Directors shall be appointed pursuant to section 4 below.

Section 4. Qualifications and Appointment. Members of the Statutory Member Board of Directors shall qualify as a member of the Foundation Board when he or she becomes a member of the Board of Directors of the Statutory Member and shall be appointed to the Foundation Board at that time.

Section 5. Term. The term of a Director shall run concurrent with each Director's term of office on the Board of Directors of the Statutory Member.

Section 6. Vacancies.

(a) A vacancy or vacancies on the Board shall be deemed to exist when the Director is no longer a member of the Board of Directors of the Statutory Member or as provided in section (b) below.

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(b) Subject to the provisions of section 5 above and section 5226 of the California Nonprofit Public Benefit Law, any Director may resign effective upon giving written notice to the President of the Board or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If a Director resigns by giving notice specifying that such resignation shall be effective at a future time, the Board shall have the power to elect a successor to take office when the resignation becomes effective.

Section 7. Place of Meetings. Regular and special meetings of the Board of Directors shall be held within the District, except under the circumstances enumerated in California Government Code section 54954(b). In the absence of any other designation, meetings shall be held at the principal office of the Foundation, which shall be the principal office of the Statutory Member. If, by reason of fire, flood, earthquake, or other emergency, it shall be unsafe to meet in the place designated, the meetings shall be held for the duration of the emergency at the place designated by the President of the Board or his or her designee in a notice to the local media that have requested notice, by the most rapid means of communication available at the time.

Section 8. Regular Meetings. Regular meetings of the Board shall be held immediately following the adjournment of regularly scheduled meeting of the Statutory Member on the first Tuesday of the months of June, September, December, and March of each year; provided, however, that should said day fall on a holiday observed by the Foundation at its principal office, then said meeting shall be held at the same time on the next day thereafter which is a full business day.

Section 9. Closed Session Meetings. Nothing in these bylaws shall be construed to prevent the Board from holding closed session meetings in accordance with The Ralph M. Brown Act, as amended, which may include the following purposes: (i) to consider the appointment, employment, evaluation of performance, or dismissal of an employee or to hear complaints or charges brought against such employee by another person unless such employee requests a public hearing; (ii) to meet with its negotiator prior to the purchase, sale, exchange, or lease of real property by or for the Foundation, to grant authority to its negotiator regarding the price and terms of payment for the purchase, sale, exchange, or lease; (iii) based on advice of its legal counsel, to confer with or receive advice from its legal counsel regarding pending litigation when discussion in open session concerning those matters would prejudice the position of the Foundation in the litigation. The Board shall comply with all laws regarding the public reporting of actions taken by it in any closed session meeting.

Section 10. Special Meetings. Special meetings of the Board may be called at any time by the President of the Board or by a majority of the members of the Board for any purpose or purposes, by delivering personally or by mail, written notice to each member of the Board and to each local newspaper of general circulation and radio or television station requesting notice in writing. The notice shall be delivered personally or by mail and shall be received at least twenty-four (24) hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the Board. The call and

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notice shall be posted at least twenty-four (24) hours prior to the special meeting in a location that is freely accessible to members of the public. See section 13(a) of this Article V for additional notice requirements applicable to special meetings called at least one week prior to the date set for the meeting.

Section 11. Emergency Meetings. Emergency meetings of the Board may be called at any time by the President or Vice President of the Board, or by any five or more members of the Board, for an emergency situation that involves matters upon which prompt action is necessary due to the disruption or threatened disruption of health care services within the District. Emergency situations shall be limited to situations involving a work stoppage or other activity that severely impairs public health, safety, or both as determined by the Board, or a crippling disaster that severely impairs public health, safety, or both as determined by the Board. See section 13(c) of this Article V for the notice requirements applicable to emergency meetings.

Section 12. Notice of Meetings.

(a) The Board of Directors shall mail or personally deliver notice of every regular meeting and every special meeting which is called at least one week prior to the date set for the meeting to any person who has filed a written request for such notice. Any mailed notice required pursuant to this section shall be mailed at least seventy-two (72) hours prior to the date set for the meeting to which it applies. All requests for notice shall remain in effect for one (1) year from the date on which they were filed. Renewal requests can be filed within the first three (3) months of each calendar year. The Board may establish a reasonable annual charge for providing notices of such meetings.

(b) See section 10 of this Article V for additional notice requirements applicable to special meetings.

(c) Emergency meetings of the Board of Directors may be held without notice and without posting. However, each local newspaper of general circulation and radio or television station that has requested notice of special meetings shall be notified by the presiding officer of the Board, or designee thereof, one hour prior to the emergency meeting by telephone. In the event that telephone services are not functioning, the notice requirements of this section shall be deemed waived and the Board, or designee of the Board, shall notify those newspapers, radio stations, or television stations of the facts of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible.

Section 13. Agenda Requirements.

(a) At least seventy-two (72) hours prior to any regular meeting, the Board of Directors, or its designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting. A brief general description of an item need not exceed 20 words. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.

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(b) No action may be taken on any item not appearing on the posted agenda, except as follows: (i) members of the Board or its staff may briefly respond to statements made or questions posed by a person exercising their public testimony rights, (ii) a member of the Board or its staff may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities, and (iii) a member of the Board, or the Board itself, may provide a reference to staff or other resources for factual information, request staff to report to the Board at a subsequent meeting concerning any matter, or take action to direct staff to place a matter of business on a future agenda. In addition, the Board may take action on items of business not appearing on the posted agenda: (i) upon a determination by a majority vote of the Board that an emergency situation exists; (ii) upon a determination by a two-thirds vote of the Board, or, if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the Foundation subsequent to the agenda being posted; and (iii) if the items were posted on an agenda for a prior meeting of the Board that occurred not more than five (5) calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

(c) The agenda for each regular meeting shall provide an opportunity for members of the public to directly address the Board on any item of interest to the public, before or during the Board's consideration of the item, that is within the subject matter jurisdiction of the Board, provided that no action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized under subsection (b) above. However, the agenda need not provide an opportunity for members of the public to address the Board on any item that has already been considered by a committee, composed exclusively of members of the Board, at a public meeting wherein all interested members of the public were afforded the opportunity to address the committee on the item, before or during the committee's consideration of the item, unless the item has been substantially changed since the committee heard the item, as determined by the Board. Every notice for a special meeting shall provide an opportunity for members of the public to directly address the Board concerning any item that has been described in the notice for the meeting before or during consideration of that item. The Board may adopt by resolution reasonable regulations including limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker.

Section 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 the holding of a 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 15. Adjournment. The Board of Directors may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may adjourn from time to time. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular,
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adjourned regular, special, or adjourned special meeting was held within twenty-four (24) hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings by resolution, by law, or by other rule.

Section 16. Fees and Compensation. Directors of the Foundation and members of committees shall not receive compensation for their services as Directors and committee members but may be reimbursed for expenses, as may be determined by the Board of Directors.

Section 17. Rights of Inspection. The accounting books and records and minutes of proceedings of the Board and committees of the Board and Articles and bylaws of the Foundation shall be open to inspection upon written demand on the Foundation by the Statutory Member or by any Director at any reasonable time.

Section 18. Conflict of Interest. The Board, through a committee designated for that purpose, shall require not less frequently than once a year a statement from each Director setting forth all business and other affiliations that relate in any way to the business of the Foundation. Each Director shall be responsible for disclosing to the Foundation any matter that would make such Director an “interested director” within the meaning of section 5233 of the California Nonprofit Public Benefit Corporation Law. In addition, each Director shall disclose to the Foundation any relationship or other factor that would cause the Director to be considered to be an “interested person” within the meaning of section 5227 of the California Nonprofit Public Benefit Corporation Law. The Board shall establish conflict-of-interest procedures in a written policy.

Section 19. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is: (1) any person being compensated by the Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee or independent contractor; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Foundation.

ARTICLE V **COMMITTEES**

Section 1. Committees Generally. The President of the Board may establish one or more committees. Committees may be either standing or ad hoc. The President of the Board shall appoint all committee members. No committee shall have more than two Board members serving on the committee.

Section 2. Standing Committees. Standing committees shall consist of the Finance Committee and such other committees as the Board President may authorize from time to time. All Standing Committees shall be subject to the provision of The Ralph M. Brown Act.

Section 3. Special Ad Hoc Committees and Task Forces. Special committees and task forces may be appointed by the Board President for such special tasks as circumstances warrant. A task force shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as is specifically conferred by action of the Board. Upon completion of the task for which appointed, such task force shall stand discharged.

Section 4. Membership; Appointment. The Board President shall appoint the members of each committee.

Section 5. Quorum; Meetings; Notice.

(a) A majority of the members of the committee shall constitute a quorum at any meeting of that committee.

(b) Each committee shall meet as often as is necessary to perform its duties. If a committee elects to provide for the holding of regular meetings, it must then provide, by whatever rule is utilized by the committee for conduct of its business, for the time and place for holding such regular meeting.

Section 6. Vacancies. Vacancies in any committee shall be filled by the Board President.

Section 7. Budget Committee. The Budget Committee shall include the Treasurer of the Board who shall be President of the Budget Committee. The Budget Committee shall review the annual operating budget and make recommendations to the Board. The Budget Committee also shall review the monthly financial statements of the Foundation and other programs sponsored by the Foundation and report the findings to the Board and perform other such duties as the Board may specify.

ARTICLE VI **OFFICERS**

Section 1. Officers of the Foundation. The officers of the Foundation shall be the President of the Board, the Vice President, Secretary, and the Treasurer.

Section 2. Appointment of Officers. The offices of President of the Board, Vice President, Secretary, and Treasurer shall be the same individuals who serve in that capacity, respectively, on the Board of the Statutory Member.

Section 3. President of the Board. The President of the Board (sometimes referred to herein as the "President") shall preside at all meetings of the Foundation Board and shall, subject to the control of the Board, have general supervision, direction, and control of the business and

officers of the Foundation. The President shall possess the power to sign all certificates, contracts, or other instruments of the Foundation when he/she is so authorized by the Board. The President shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time and such powers and duties usually vested in the office of President of the Board and President.

Section 4. Vice President. In the absence of the President or in the event of the President's disability or inability to act, the Vice President shall perform all of the duties of the President and, in so acting, shall have all of the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the President.

Section 5. Secretary. The Secretary shall be responsible for signing the minutes of meetings of the Foundation Board and any other duties designated by the Board of Directors.

Section 6. Treasurer. The Treasurer shall be the Chief Financial Officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, capital, and retained earnings. The books of account shall at all times be open to inspection by the Statutory Member or any Board member.

Section 7. Clerk of the Board. The Board shall designate a Clerk who shall keep, or cause to be kept, a book of minutes at the principal office or at such other place as the Board may order, of all meetings of the Board with the time and place of holding, whether regular or special, and, if special, how authorized and the notice thereof. The Clerk shall give or cause to be given notice of all the meetings of the Board required by these bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 8. Chief Executive Officer. The Chief Executive Officer of the Statutory Member shall serve as the Chief Executive Officer of the Foundation. The Chief Executive Officer shall, operating under the control of the Board, have full administrative authority to direct the operations of the Foundation in a manner consistent with applicable state and federal laws, rules and regulations, these Bylaws, and such policies, programs, and procedures as are from time to time adopted and prescribed by the Board.

Section 9. Chief Administrative Officer. The Chief Administrative Officer of the Statutory Member shall serve as the Chief Administrative Officer of the Foundation. The Chief Administrative Officer shall, operating under the control of the Board and Chief Executive Officer, have full administrative authority to direct the operations of the Foundation in a manner consistent with applicable state and federal laws, rules and regulations, these Bylaws, and such policies, programs, and procedures as are from time to time adopted and prescribed by the Board.

Section 10. 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.

ARTICLE VII **GENERAL PROVISIONS**

Section 1. Offices. The Foundation shall have and continuously maintain a registered office in La Mesa, California, and may have other offices within the State of California as the Board of Directors may from time to time determine.

Section 2. Distribution of Documents. Budgets, financial statements, strategic plans, and other documents (the “Documents”), except for those documents not related to hospital operations, which are distributed to all or a majority of the Board or a committee delegated the authority of the Board for discussion at such Board or committee meeting, are public records under the California Public Records Act. Documents that are public records and that are distributed prior to their discussion at a Board or committee meeting shall be made available for public inspection prior to the commencement of, and during, their discussion at such meeting, unless the content of such Documents fall under an exception from disclosure under the Public Records Act or is discussed in a closed session. Documents which are public records, and which are distributed during their discussion at a Board or committee meeting shall be made available for public inspection during the meeting, or as soon thereafter as is practicable, unless the content of such Documents fall under an exception from disclosure under the Public Records Act or is discussed in closed session.

Section 3. Minutes. The Foundation shall keep correct minutes of the proceedings of the Board and committees, and minutes of open meetings of the Board and committees shall be available for public inspection.

Section 4. Annual Report. The Board shall cause an annual report to be prepared and a copy sent to the Statutory Member. The report shall contain all the information required by section 6321 of the California Nonprofit Corporation Law and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation. The books and accounts of all other sponsored programs of the Foundation will be included in the scope of the annual report. The annual report shall be furnished to all Directors.

Section 5. Recordings of Meetings. Any person attending a meeting of the Board or a meeting of one of its committees shall have the right to record the proceedings with an audio or video tape recorder or a still or motion picture camera unless the Board or committee reasonably finds that such recording cannot continue without noise, illumination, or obstruction of view that constitutes, or would constitute, a persistent disruption of the meeting.

Section 6. Disorderly Conduct at Meetings. If any Board or committee meeting is willfully interrupted by a person or persons so as to render the orderly conduct of such meeting unfeasible and if order cannot be restored by the removal of the persons who are willfully interrupting the meeting, then the Board or committee members conducting the meeting may order the meeting room closed and continue the meeting. Representatives of the press or media, except those participating in the disturbance, shall be allowed to attend any meeting held by the Board or committee after the persons who have caused the disturbance to have been ejected.

Section 7. Self-Dealing. In the exercise of voting rights by members of the Board, no individual shall discuss or vote on any issue, motion, or resolution which directly or indirectly inures to his or her benefit financially or with respect to which he or she has any other conflict of interest, except that such individual may be counted in order to qualify a quorum and shall fully disclose the nature of his or her interest. The members of the Board shall also be subject to the restrictions on self-dealing set forth in section 5233 of the California Corporations Code or any such successor statute.

Section 8. Checks; Drafts; Etc. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Foundation and any and all securities owned or held by the Foundation shall be signed or endorsed by such person or persons and in such manner as may from time to time be determined by the Board.

Section 9. Endorsement of Documents; Contracts. 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 Foundation and any other person, when signed by the President, the Secretary, or the Treasurer, shall be valid and binding on the Foundation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instrument may be signed by any other officer, agent, or employees and in such manner as shall from time to time be determined by the Board and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 10. Fiscal Year. The fiscal year of this Foundation shall end on June 30th of each year.

Section 11. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE VIII
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses” as used in this bylaw shall have the same meaning as in section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under sections 5238(b) or 5238(c) of the California Corporations Code, the Board shall promptly determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in sections 5238(b) or 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly cause an application to be made for court authorization pursuant to Corporations Code section 5238(e)(3).

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article VIII, in defending any proceeding covered by this Article VIII, shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for these expenses.

Section 4. Insurance. The Foundation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer, Director, employee, or agent’s status as such.

ARTICLE IX
AMENDMENT OF BYLAWS

Section 1. Amendments. These bylaws, the Articles, and any part thereof may be amended or repealed only by the Statutory Member of the Foundation.

Section 2. Record of Amendments. Whenever a new bylaw or amendment thereto is adopted, it shall be included in the corporate minute book with the original bylaws. If any bylaw or amendment thereto is repealed, the fact of repeal with the date of the meeting or action by written consent when said repeal was adopted shall be stated in a writing placed in the corporate minute book with the original bylaws.