

**BYLAWS OF THE
SAN FRANCISCO LADIES' PROTECTION AND RELIEF SOCIETY
a California Nonprofit Public Benefit Corporation**

1. NAME OF CORPORATION

The name of this Corporation is the "San Francisco Ladies' Protection and Relief Society" (the "Corporation"). The Corporation is also commonly known as "The Heritage" and "Heritage on the Marina."

2. PRINCIPAL PLACE OF BUSINESS

The principal office for the transaction of the business of the Corporation shall be located in the City and County of San Francisco, California. The Corporation will carry on its charitable activities within the City and County of San Francisco and in such other areas as the Board of Directors (the "Board") from time to time determines is necessary or advisable to advance the proper purposes of the Corporation.

3. MEMBERSHIP

The Corporation shall have no members within the meaning of Section 5056 of the California Corporations Code.

4. OBJECTIVES AND PURPOSES

The Corporation has been formed under the California Corporations Code for charitable and/or public benefit purposes.

The primary purposes of the Corporation are as stated in its Articles of Incorporation, which currently state that its purposes shall be (1) to develop and operate housing specially designed for older adults, with arrangements for residents' health care and financial security, and otherwise to promote the interests and serve the needs of older adults, provided that such activities are consistent with this corporation's exempt purposes; (2) to promote the health and well-being of older adults across the continuum of care, services and housing; and (3) to engage in any other charitable activities.

The Corporation is organized and shall be operated exclusively for such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code").

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation shall not, except to an insubstantial extent, engage in any other activities or exercise any powers that are not in furtherance of the charitable purposes described herein.

5. DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

6. DIRECTORS

6.1 Powers.

6.1.1 General Corporate Powers. The Corporation shall have powers to the full extent allowed by law. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

6.1.2 Specific Powers. Without limiting their general powers, the Board shall have the power to:

(a) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

(b) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(c) Adopt, make, and use a corporate seal and alter the form of the seal.

(d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

(e) Invest funds of the Corporation in stocks, bonds, mutual funds and securities and to authorize the Officers to open accounts at brokerage firms or other institutions.

(f) Formulate the policies of the Corporation.

(g) Approve the acquisition, lease, hypothecation or sale of any real property.

(h) Approve the hypothecation or sale of personal property. Only the Board may approve the hypothecation or sale of personal property exceeding \$10,000 or any different amount set from time to time by resolution of the Board.

- (i) Approve the annual operating and capital expenditures budgets.
- (j) Approve any unbudgeted expenditure. Only the Board may approve an unbudgeted expenditure in excess of \$10,000 or any different amount set from time to time by resolution of the Board.
- (k) Approve all contract and contract renewals. The Chief Executive Officer shall approve contracts of up to three (3) years' duration unless otherwise specified by the Board. Contracts of longer duration shall be approved by the Board.
- (l) Appoint the Corporation's Chief Executive Officer, legal counsel and independent auditors.

6.2 Number of Directors. The authorized number of Directors shall be at least nine (9) but not more than eighteen (18) , at least one (1) of whom shall be a resident of Heritage oOn tThe Marina. The exact number of Directors shall be set from time to time by resolution adopted by the Board.

6.3 Election and Terms of Office of Directors. Directors shall be elected, or re-elected, as the case may be, for a three (3) year term and the term will begin on the first day of the month following their election. Directors may be elected at any regular meeting or special meeting held for that purpose. Directors elected subsequent to January 1, 2020 may serve for no more than three (3) consecutive terms.

6.4 Qualifications of Directors. Any adult who resides within the geographical area served by the Corporation and is interested in its charitable work may serve as a Director.

6.5 Director Emeritus. The Board may designate one or more former Directors as a "Director Emeritus." Such title shall be strictly honorary. A Director Emeritus shall have no obligation to attend Board meetings, shall have no vote at Board meetings, and shall have none of the rights, powers, or duties of a Director.

6.6 Vacancies.

6.6.1 Events Causing Vacancy. A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:

- (a) The death, resignation, or removal of any Director.
- (b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporations Code Section 5231 and following of the California Corporations Code.
- (c) The failure of the Board, at any meeting of the Board at which any Director is to be elected, to elect the Director to be elected at such meeting.
- (d) Whenever the actual number of Directors is less than the authorized number of Directors, as determined by resolution of the Board.

6.6.2 Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chair, the Vice Chair or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

6.6.3 Removal. Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Sections 6.9 and 6.10. Furthermore, the Board may remove a Director from office, without the consent of the Director, if:

(a) The Director fails to attend three (3) consecutive regular meetings of the Board or misses at least fifty percent (50%) of the regular meetings of the Board during any calendar year without a leave of absence approved by the Chair; or

(b) The Director otherwise fails to meet any qualification criteria in effect when the Director began his or her current term of office; or

(c) The Director is removed for good cause in accordance with California Corporations Code Section 5211.

Any vacancy caused by the removal of a Director shall be filled as provided in Section 6.65.4.

6.6.4 Filling of Vacancies. Any vacancy on the Board shall be filled by election of the majority of the remaining Directors at any regular or special meeting of the Board.

6.7 Director' Meetings

6.7.1 Place of Meeting. The Board shall hold regular meetings, at least quarterly, at any place as designated from time to time by resolution of the Board. In the absence of such designation, meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 6.7.1, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

6.7.2 Method of Meeting. Any Board meeting, regular or special, may be held in person or by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting by use of conference telephone constitutes presence in person at that meeting if all directors participating in the meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment, other than conference telephone, constitutes presence in person if all of the following apply:

(a) Each Director participating in the meeting can communicate with all other directors concurrently;

(b) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board; and

(c) The Board adopts and implements a means of verifying the following:

(i) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting; and

(ii) All actions of, or votes by, the Board are taken or cast only by the Directors and not by persons who are not Directors.

6.8 Annual Meetings. The Board shall hold an annual meeting, which shall be the last meeting of the year, for the purpose of transacting such business as the Board may determine. Notice of this meeting is not required.

6.9 Authority to Call Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board or any two Directors.

6.10 Manner of Giving Notice. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by the bylaws or the Board. Notice of the time and place of special meetings shall be delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, to each Director or sent by first-class or priority mail, telegram, charges prepaid, addressed to each Director at that Directors address as it is shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of any regular or special meeting of the Board.

6.11 Time Requirements. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If the notice is delivered personally, or by telephone or other means of electronic communication, it shall be delivered personally or by telephone, or transmitted electronically, at least forty-eight (48) hours before the time of the meeting.

6.12 Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

6.13 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

6.14 Quorum. A majority of the number of Directors actually in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.14. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Corporations Code. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for meeting.

6.15 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to the Directors who are not present unless the meeting is adjourned for more than twenty-four (24) hours.

6.16 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

6.17 Compensation of Directors. Directors and members of committees may receive reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable. Directors shall not otherwise be compensated.

6.18 Restriction on Interested Directors. Not more than forty-nine (49) percent of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this Section shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

7. COMMITTEES

7.1 Authority of Committees. The Board, by resolution adopted by a majority of the Directors then in office provided a quorum is present, may create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be done by majority vote of the Directors then in office. Committees shall have such responsibilities and authority as specified by resolution of the Board; provided that no committee shall exercise all or a portion of the authority of the Board except to the extent authorized by the Bylaws or the provisions of Section 5212 of the California Corporations Code. No committee, regardless of the resolution of the Board, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Fix compensation of the Directors for serving on the Board or on any committee;

- (c) Amend or repeal bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the Board or appoint the members of committees of the Board;
- (f) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or
- (g) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

7.2 Meeting and Action of Committees. The Board may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

7.3 Executive Committee. The Chair may appoint an Executive Committee of two (2) or more members of the Board. All transactions of the Executive Committee shall be regularly reported to the Board. The Executive Committee shall have the power to carry out and administer the policies of the Board, subject to such direction as may from time to time be given to it by the Board, and shall perform the duties of the Board between the regular meetings thereof. The Executive Committee shall maintain minutes of its proceedings that are separate from the Board minutes.

7.4 Nominating and Governance Committee. At the last meeting of the Board held each year, the Chair shall appoint a Nominating and Governance Committee of two (2) or more members of the Board to serve for one year. The Committee's duty shall be to nominate Directors and Officers to fill the positions of Directors and Officers whose terms are scheduled to expire during or at the end of the following year. The committee shall present its nominations for Officers at the last meeting of the Board each year and for Directors at any regular or special meeting called for that purpose.

7.5 Audit Committee. If and when required by law, the Board shall have an Audit Committee. The Audit Committee shall consist of at least two (2) members of the Board, who shall be free of any relationships that would interfere with his or her exercise of independent judgment. Without limiting the foregoing, the Audit Committee shall include no members of the staff of this Corporation and no person with a material financial interest in any entity that does business with this Corporation. In addition, neither the Chair nor the Treasurer of this Corporation shall serve on the Audit Committee, regardless of whether he or she is compensated by the Corporation. Furthermore, members of the Finance Committee of this Corporation (if any) shall comprise less than one-half of the Audit Committee, and the Audit Committee Chair shall not be a member of the Finance Committee. No member of the Audit Committee shall receive any compensation from this Corporation except for compensation that he or she may receive for his or her service on the Board.

Each Audit Committee member shall have a general working knowledge of financial reporting and shall be able to understand and interpret financial statements and supporting schedules.

The Audit Committee shall oversee management's preparation of financial statements and the audit by an independent auditor of the financial statements of this Corporation. The Audit Committee shall also comply with and perform all functions specified in its charter, if any, as reviewed and established by the Board from time to time. Without limiting the foregoing, the Audit Committee shall have the following express responsibilities on behalf of this Corporation, subject to the supervision of the Board.

- (a) Recommending to the Board the retention and termination of an independent auditor to prepare financial statements for the Corporation;
- (b) Negotiating the independent auditor's compensation on behalf of the Board;
- (c) Conferring with the auditor to satisfy members that the financial affairs of the Corporation are in order;
- (d) Reviewing and determining whether to accept the audit;
- (e) Assuring that any non-audit services performed by the audit firm conform with the standards for auditors' independence contained in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States (the "Yellow Book");
- (f) Approving the performance of all non-audit services provided by the audit firm;
- (g) Reviewing major changes to the Corporation's accounting principles and practices;
- (h) Reviewing the management letter and the Corporation's response with the auditor; and
- (i) Reviewing, approving, and monitoring the Corporation's internal audit function and current compliance activities.

The Audit Committee shall meet no less often than once per year. It shall report to the Board periodically, but at least once per year, in connection with the presentation to the Board of the Corporation's audited financial statements and the auditor's report. The selection of auditor, the audited financial statements, and the auditor's report shall all be approved by the Board.

7.6 Committee to Approve and Review Executive Compensation. The Board shall have a committee that serves the function of approving the compensation, including benefits, of the Chief Executive Officer (or her/his functional equivalent) to assure that it is just and reasonable. Such review shall occur (1) initially upon the hiring of the executive; (2) whenever the executive's term of employment, if any, is renewed or extended; and (3) whenever the executive's compensation is modified, unless the modification applies to substantially all employees. Such committee shall consist of at least two (2) members of the Board. This committee shall meet as necessary to perform the compensation review but in no event less often than once per year.

7.7 Advisory Committees. The Board may, by resolution, designate one or more advisory committees to serve at the pleasure of the Board. Members of such committees shall be approved by the Board. Members of advisory committees that do not exercise the authority of the Board need not be Directors, but at least one member of the Board shall serve on each advisory committee.

7.8 Finance Committee. The Finance Committee shall consist of two (2) or more Board members, including the Treasurer. The Finance Committee, in consultation with management, shall monitor the finances of the Corporation, and shall discharge such other powers and duties as may be conferred on it from time to time by the Board.⁹

7.9 Removal of Committee Members. Any member of any committee may be removed, with or without cause, at any time by the Board.

8. OFFICERS

8.1 Designation of Officers. The Corporation shall have the following Officers: Chair, Vice Chair, Secretary and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 8.3. No person may hold more than one office. The above officers shall be volunteer officers of the Board. In addition, the Corporation shall have a Chief Executive Officer, whose duties are described in Section 8.7.5 below, and a Controller, whose duties are described in Section 8.7.6 below. Both officers shall be salaried employees and neither officer shall serve on the Board.

8.2 Election of Officers. The Officers of the Corporation, except those appointed in accordance with the provisions of this Section, shall be chosen in accordance with section 6.3 of these by-laws and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment. Officers of the Corporation shall also be Directors of the Board.

8.3 Other Officers. The Board may appoint, and may authorize the Chair to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

8.4 Removal of Officers. Any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

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

8.6 Vacancies in Office. A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board at any regular or special meeting held for that purpose.

8.7 Responsibilities of Officers.

8.7.1 Chair. The Chair shall preside at meetings of the Board and shall supervise, direct, and control the Corporation's activities, affairs, and officers. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Chair shall be responsible to the Board, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws.

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

8.7.3 Secretary. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

8.7.4 Treasurer. The Treasurer shall oversee the finances of the Corporation and the activities of the Controller, described in Section 8.7.6 below.

8.7.5 Chief Executive Officer. The Chief Executive Officer shall be charged with all the duties and have all the authority customarily performed or exercised by the chief executive officer of a corporation organized under the laws of the State of California. Without limiting the generality of the foregoing, the Chief Executive Officer may sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the execution thereof is expressly delegated to another officer or an agent of the Corporation by the Board, these Bylaws, or applicable law. The Chief Executive Officer shall be responsible for the day-to-day operation of the Corporation. The position of Chief Executive Officer is a salaried position. The Chief Executive Officer shall not serve on the Board.

8.7.6 Controller. The Controller shall cause to be kept and maintained complete and accurate accounting books and records of the accounts and transactions of the Corporation, including accounts of its assets, liabilities, revenues, expenses, cash receipts and disbursements, and other amounts customarily included in financial statements. The Controller shall present the Corporation's annual operating and capital expenditures budgets and the Corporation's annual financial statements prepared in accordance with generally accepted accounting principles to the Board for approval. The Controller shall have such other powers and perform such other duties as may be prescribed by the Board. The Controller shall not serve on the Board and shall perform his or her duties subject to the oversight of the Treasurer.

9. PROHIBITED TRANSACTIONS

9.1 Loans. Without the approval of the Attorney General of California, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

9.2 Self-Dealing Transactions. Except as provided in Section 9.3, the Board shall not approve or permit the Corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this Corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

9.3 Approval. The Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General of California. The Corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (i) the Corporation is entering into the transaction for its own benefit; (ii) the transaction is fair and reasonable to the Corporation at the time; and (iii) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

9.4 Private Foundation Restrictions. During any taxable year in which the Corporation is classified for federal income tax purposes as a private foundation (whether as an operating or nonoperating foundation), this Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (the "Code"); shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (Section 9.3 notwithstanding); shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

10. INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Right to Indemnification. 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 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.

10.2 Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 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 Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. Determination of whether indemnification is available to the person seeking indemnification shall be made by a majority vote of a quorum of the Board who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

10.3 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 Sections 10.1 and 10.2 in defending any proceeding covered by those Sections 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 those expenses.

10.4 Insurance. The Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 10.1; provided that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Section 5233 of the California Corporations Code.

11. RECORDS AND REPORTS

11.1 Maintenance of Corporate Records. The Corporation shall keep:

11.1.1 Adequate and correct books and records of account; and

11.1.2 Written minutes of the proceedings of its Board and Committees of the Board.

11.2 Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the articles of incorporation and these bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

11.3 Annual Audit Report. The Board shall cause an annual audit report to be sent to the Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year, as set forth in Section 6321 of the California Corporations Code.

11.4 Annual Statement of Certain Transactions and Indemnifications. The Corporation shall annually prepare and furnish to each Director, within one hundred twenty (120) days after the end of the Corporation's fiscal year, a statement of:

11.4.1 Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Sections 10.1, 10.2 or 10.3 of these Bylaws; and

11.4.2 Any transaction:

- (a) In which the Corporation, its parent, or its subsidiary was a party;
- (b) In which an "interested person" had a direct or indirect material financial interest; and
- (c) Which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.

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

For purposes of this Section 11.4, an "interested person" is either of the following:

- (a) Any director or officer of the Corporation, or its parent or subsidiary (a person holding a mere common directorship shall not be deemed an "interested person" for purposes of this subparagraph); or
- (b) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

11.5 Audited Financial Statements. If and when required by law, the Corporation shall cause to be prepared financial statements audited by an independent auditor in accordance with generally accepted accounting principles. The engagement of the auditor and the review and approval of the audit shall be supervised by the Audit Committee as provided in Section 7.5 above. The audited financial statements shall be made available for inspection by the Registry of Charitable Trusts of the Office of the California Attorney General. They shall also be made available for inspection by the public as described in Section 11.6 below.

11.6 Public Inspection of Certain Documents. The Corporation shall make the following documents available for public inspection on the same day that the request is made in person during regular business hours, within thirty (30) days after receiving a request by mail, or by posting the documents on the Internet in a manner that can be accessed, downloaded, viewed and printed by the public free of charge and without special hardware or software:

11.6.1 Form 990 for the Corporation for the past three years (excluding the list of donors and Form 990-T);

11.6.2 Form 1023 (application for recognition of tax exemption) for the Corporation, including all supporting statements and documents, the Corporation's determination letter, and all correspondence from and to the Internal Revenue Service with respect to Form 1023; and

11.6.3 The audited financial statements for the Corporation for the period prescribed by the California Attorney General, if such statements are required by law to be prepared.

12. FISCAL YEAR

The fiscal year of the Corporation shall be the twelve-month period ending on the last day of December.

13. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

14. AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of the San Francisco Ladies' Protection and Relief Society, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Amended and Restated Bylaws consisting of fourteen (14) pages, including this Certificate, were adopted as the Bylaws of the Corporation and approved by the Board of the Corporation at a duly held and noticed meeting on March 26^[KD1], 2019, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2019.

Leslie Van Houten

_____, Secretary