

**AMENDED AND RESTATED BYLAWS
OF
REGIONAL TASK FORCE ON THE HOMELESS, INC.**
(A California Nonprofit Public Benefit Corporation)
(Adopted October 1, 2020)

**ARTICLE I
NAME**

Section 1.01 CORPORATE NAME. The name of this corporation is the Regional Task Force on the Homeless, Inc. (“corporation”).

**ARTICLE II
OFFICES**

Section 2.01 PRINCIPAL OFFICE OF THE CORPORATION. The principal office for this corporation shall be located at 4699 Murphy Canyon Road, San Diego, California 92123. The Board of Directors (“Board”) is granted full power and authority to change such principal office from one location to another within California.

Section 2.02 OTHER OFFICES OF THE CORPORATION. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is authorized to conduct its activities.

**ARTICLE III
PURPOSES**

Section 3.01 GENERAL AND SPECIFIC PURPOSES. The corporation’s general and specific purposes are described in its Articles of Incorporation.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Section 4.01 CONSTRUCTION AND DEFINITIONS. Unless the context indicates 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 includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE V
DEDICATION OF ASSETS**

Section 5.01 DEDICATION OF ASSETS. This corporation’s assets are irrevocably dedicated to public benefit 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 to 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 one or more entities that are a California 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 Internal

Revenue Code, as amended.

**ARTICLE VI
NO MEMBERS**

Section 6.01 NO MEMBERS. The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

Section 6.02 AUTHORITY VESTED IN THE BOARD. All rights that would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members shall vest in the Board. Actions that otherwise require approval by a majority of all members, or approval by the members, shall only require Board approval.

Section 6.03 ASSOCIATES. The corporation may use the term “members” to refer to persons associated with it, but such persons shall not be corporate members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 7.01 GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws, the corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. Each individual appointed to the Board may be referred to as a “Director” or “Board member”. The Board may delegate the management of the corporation’s activities to any person(s), infrastructure organization, management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.02 SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 7.01 of these Bylaws, but subject to the same limitations, the Board shall have the power to:

- a. Appoint and remove, at the pleasure of the Board, the Chief Executive Officer (CEO); prescribe powers and duties for them as are consistent with applicable law, the Articles of Incorporation, and these Bylaws; and fix their compensation.
- b. Conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the corporation’s Articles of Incorporation or these Bylaws;
- c. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California.
- d. Borrow money and incur indebtedness on the corporation’s behalf 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 and securities.
- e. Adopt and use a corporate seal and alter the form of the seal.

f. Carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity in which it may lawfully engage.

g. Acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property.

h. Act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust.

g. Managing Request for Proposals (“RFP”) protocol, contracting for services, preparing and submitting grant applications, obtaining insurance, and entering into any contracts or other instruments and other activities that are incidental to or expedient for attainment of the corporation’s purposes.

Section 7.03 DESIGNATED DIRECTORS.

(a) The number of Directors shall be no less than seven (7) and no more than fifteen (15), with the exact number to be adopted by a resolution or action of the Board. Directors shall be nominated and elected by the existing Board. All Directors shall have full voting rights.

(b) The qualifications for Directors are dedication to the aims and objectives of the corporation, leadership experience, relevant sector experience, a high ethical standard, possession of interpersonal skills, and a willingness to promote the corporation and a dedication to its charitable endeavors. At least one (1) Director must be homeless or formerly homeless, (1) one Director shall be the chair of the RCCC as long as RTFH serves at the CoC Lead agency, and one (1) Director shall be representative of homeless service providers.

Section 7.04 TERMS OF OFFICE. Directors shall hold office for two (2) years and until a successor Director has been elected by the Board and seated. Notwithstanding the foregoing, the Directors of the Board when these Bylaws are adopted shall stagger their terms by assigning an initial one (1) year term to approximately one-half of the Directors and an initial two (2) year term to the other Directors. Total terms served cannot exceed five (5) terms or ten (10) years.

Section 7.05 INTERESTED PERSONS. No more than forty-nine percent (49%) of the Directors serving at any one time may be “interested persons.” For purposes of this Section 7.05, an “interested person” is: (a) any person currently being 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, excluding any reasonable compensation, if any, paid to a Director as a Director; or (b) 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 person listed in (a) above. Any violation of the provisions of this Section 7.05 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 7.05.1 No Director may participate in Board discussions or vote in decisions concerning the award of a grant or other financial benefits to an organization which employs the Director, or on which the Director serves as a board member or officer. This applies only to direct awards, not discussions or votes related to policy.

Section 7.05.2 The Board shall comply with all conflicts requirements of the HEARTH Act Section 578.95.

Section 7.06 EVENTS CAUSING VACANCIES ON BOARD. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly elected and seated.

Section 7.07 REMOVAL. A Director may be removed at any time with or without cause by a majority vote of the Board.

Section 7.08 RESIGNATION. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the CEO, the Secretary, or the Board as a whole, unless the notice specifies a future time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected by the Board before such time, to take office when the resignation becomes effective.

Section 7.09 DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director or Directors.

Section 7.10 NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of Directors shall not result in any Directors being removed before his or her term of office expires.

Section 7.11 PLACE OF BOARD MEETINGS. Meetings shall be held at the principal office of the corporation, or at any other place within or without the State of California that has been designated in the notice of the meeting, or if there is no notice, at such place as has been designated from time to time by resolution of the Board.

Section 7.12 ANNUAL MEETINGS. The Board shall meet annually for the purpose of organization, election of officers, approving the regular meeting schedule, and the transaction of such other business as may properly be brought before the meeting.

Section 7.13 REGULAR MEETINGS. Regular meetings of the Board, including the annual meetings, shall be held without call or notice at such times and places as may from time to time be fixed by the Board. Regular meetings of the Board will be called, held and conducted in accordance with Board policy. Items may be placed on the agenda by the Chief Executive Officer, the Chairperson of the Board, or any two Directors.

Section 7.14 SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, the Chief Executive Officer, the Secretary, or any two Directors. Notice of the time and place of special meetings shall be delivered to each Director personally or by telephone or email, and shall be provided at least twenty-four (24) hours prior to the meeting. Notice will be deemed waived by any Board member who is actually present at the meeting or who

provides waiver of notice with the Secretary of the Board. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Section 7.15 QUORUM. A majority of the actual number of Directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present is an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directors, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, but no action can be taken unless and until a quorum is restored. Directors may not vote by proxy.

Section 7.16 PARTICIPATION IN MEETINGS BY TELECONFERENCE; ELECTRONIC MEETINGS. Directors may participate in meetings of the Board through the use of conference telephone, electronic video communication, or other similar electronic communications or electronic transmission, so long as all of the following apply:

- a. All Directors participating in the meeting can communicate with each other concurrently; and
- b. Each Director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 7.17 ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 7.18 CONDUCT OF MEETINGS. Meetings of the Board shall be presided over by a chairperson elected by a majority of the Directors then in office, or, if not elected, by the Chief Executive Officer. The Secretary shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 7.19 ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such consent(s) shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 7.19 only, the phrase "all members of the Board" shall not include any "interested persons" as defined in Section 7.05 above.

Section 7.20 FEES AND COMPENSATION. Directors shall serve without compensation for their service. The Board may approve the reimbursement of a Director's actual and necessary expenses incurred when conducting the corporation's business. Subject to Section 7.05 above and the California Nonprofit Public Benefit Corporation Law, nothing herein shall preclude a Director from serving the corporation in any other capacity, including, but not limited to, as an officer, agent, or employee of the corporation, and receiving compensation for such service.

Section 7.21 STANDARD OF CARE. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
- b. Counsel, independent accountants, or other persons as to matters that the Director believes to be within such person's professional or expert competence; or
- c. A committee upon which the Director does not serve as to matters within its designated authority, which committee the Director believes to merit confidence; provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Section 7.22 CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more Directors, and may include non-Board members, to serve at the pleasure of the Board. Appointments to committees of the Board shall be approved or designated by the Chairperson of the Board. The Chairperson may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Annually, each committee will elect a Committee Chair to preside at committee meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. A Vice Chair will also be elected annually to fulfill the duties of the Chair if absent or disabled. Any such committee may have the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of a majority of all Board members;
- b. Fill vacancies on the Board or any committee of the Board;
- 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 subject to repeal;
- e. Create any other committees of the Board or appoint the members of committees of the Board; or
- f. 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.

Section 7.22.1 GOVERNANCE COMMITTEE. The Governance Committee evaluates and

recommends changes to improve the corporation's structure, governance documents, and ensures it is meeting the corporation's mission. The committee reviews Board member nominations and provides recommendations to the Board.

Section 7.22.2 FINANCE COMMITTEE. The Finance Committee shall be responsible for overseeing the corporation's financial matters, including best practices, and shall review and advise the Board regarding all fiscal policies and procedures, the annual budget, and the expenditure of grant funds. The committee may submit reports to the Board showing budget versus actual income and expenditures at regular intervals.

Section 7.22.3 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the individuals holding the officer positions listed in Article VIII, plus any additional Directors designated by the Board. The Executive Committee shall be responsible for recruiting and managing the Chief Executive Officer. During intervals between meetings of the Board, the Executive Committee shall have and exercise all of the authority of the Board except as otherwise limited by these bylaws, by Board policy, or by other Board action. The Executive Committee has meetings convened as needed by the Chairperson or CEO. The Executive Committee's actions are reported to the full Board not later than the next regular meeting of the Board. The Executive Committee's responsibilities include evaluation and making recommendations on financial policies, goals, and budgets.

Section 7.22.4 AUDIT COMMITTEE. The Audit Committee is responsible for ensuring the corporation's compliance with California Government Code Section 12586, if applicable, including making recommendations to the Board on hiring and firing independent auditors, negotiating the auditor's compensation, conferring with the auditor to satisfy its members that the corporation's financial affairs are in order, reviewing and determining whether to accept an audit, assuring non-audit services performed by the auditors conform with standards for auditor independence, and approving performance of any non-audit services provided by the auditor. In accordance with Government Code Section 12586, if applicable, members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee; the Chair of the Audit Committee may not be a member of the Finance Committee; (c) the Audit Committee may not include the corporation's staff, including the CEO and the Treasurer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not Directors may not receive compensation.

Section 7.23 Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by the Board's resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 7.24 NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation. The corporation may carry liability insurance respecting the conduct of the corporation's business by the Directors.

ARTICLE VIII
OFFICERS OF THE CORPORATION

Section 8.01 **REQUIRED OFFICERS.** The officers of this corporation shall be a Chief Executive Officer, a Chairperson, a Secretary, and a Treasurer.

Section 8.02 **PERMITTED OFFICERS.** The corporation, at the Board's direction, may also have a chief operating officer, one or more vice-chairs, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may appointed be under Article VIII, Section 8.05 of these Bylaws. Each officer shall hold office for such period, have such authority, and perform such duties as the Board at its pleasure may from time to time determine.

Section 8.03 **DUPLICATION OF OFFICE HOLDERS.** Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the Chief Executive Officer or the Chairperson of the Board.

Section 8.04 **ELECTION OF OFFICERS.** The officers of this corporation shall be chosen by the Board and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors are elected and qualified, subject to the rights of an officer, if any, under any employment contract.

Section 8.05 **SUBORDINATE OFFICERS.** The Board may appoint and may empower the Chairperson of the Board or the Chief Executive Officer to appoint 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 are provided in these Bylaws or as the Board may from time to time determine.

Section 8.06 **REMOVAL OF OFFICERS.** Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

Section 8.07 **RESIGNATION OF OFFICERS.** Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 8.08 **VACANCIES IN OFFICE.** 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 normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8.09 **Chief Executive Officer.** The Chief Executive Officer shall be the principal executive officer of the Corporation and shall, under the supervision of the Chair and the Board, conduct and control all of the business and affairs of the Corporation. The Chief Executive Officer is the general manager and shall supervise, direct and control the business and officers of the corporation. The Chief Executive Officer has the general powers and duties of management usually vested in the office of Chief Executive Officer and such other powers and duties as may be prescribed from time to time by the Board. The Chief Executive Officer may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be

expressly delegated by the Board or by these Bylaws or by applicable law to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of Chief Executive Officer and such other duties as may be prescribed by the Board from time to time.

Section 8.10 CHAIRPERSON OF THE BOARD. The Chair shall preside at all meetings of the Board. The Chair shall supervise the affairs of the Board and chair the Executive Committee of the Board. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.

Section 8.11 VICE-CHAIR. If the Chair is absent or disabled, the Vice-Chair designated by the Board, shall perform all duties of the Chair. When so acting, a Vice-Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice-Chair shall have such other powers and perform such other duties as the Board or these Bylaws may require.

Section 8.12 SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all Directors promptly after the meetings. The Secretary shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the treasurer. In general, the Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 8.13 TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Board at all reasonable times. The Treasurer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (b) disburse the corporation's funds as the Board may order; (c) render to the Chief Executive Officer, Chairperson of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the Bylaws may require.

Section 8.14 EXECUTIVE COMPENSATION REVIEW. In any year in which this corporation is legally required to do so pursuant to Section 5213 of the California Nonprofit Public Benefit Corporation Law, the Board (or a Board Committee) shall review any compensation packages (including all benefits) of the Chief Executive Officer and the Treasurer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

**ARTICLE IX
TRANSACTIONS BETWEEN CORPORATION
AND DIRECTORS OR OFFICERS**

Section 9.01 **CONTRACTS WITH DIRECTORS.** The Corporation shall not enter into a contract or transaction in which a Director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors are directors have a material financial interest) unless all of the following apply:

- a. The Director with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the Board meeting minutes.
- b. The Director with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation in the proposed contract or transaction (i.e., the interested Director who recuses himself/herself shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken).
- c. Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose.
- d. Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.
- e. The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

Section 9.02 **INTERESTED DIRECTOR'S VOTE.** In determining whether the Board validly met to authorize or approve a self-dealing transaction, an Interested Director may be counted to determine the presence of a quorum, but an Interested Director's vote may not be counted toward the required majority for such authorization, approval, or ratification.

Section 9.03 **CONTRACTS OR TRANSACTIONS WITH MUTUAL DIRECTORS.** No contract or other transaction between the corporation and any corporation, firm, or association of which one or more of the corporation's Directors is a director is either void or void-able because such Director is present at the meeting of the Board or committee thereof which authorizes, approves, or ratifies the contract or transaction if:

- a. The material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director; or
- b. As to contracts or transactions not approved as provided in subsection a. of this Section 9.03, the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved, or ratified.

Notwithstanding the foregoing, this Section 9.03 shall not apply to self-dealing transactions described in

Section 9.01 of this Article IX above.

**ARTICLE X
LOANS TO DIRECTORS AND OFFICERS**

Section 10.01 CORPORATE LOANS AND ADVANCES. The corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer.

**ARTICLE XI
INDEMNIFICATION**

Section 11.01 INDEMNIFICATION. To the fullest extent permitted by law, the corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, 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 that section of the Corporations Code. On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board of Directors shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

Section 11.02 OTHER INDEMNIFICATION. No provision made by this corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article XI shall affect any right to indemnification to which persons other than such Directors or officers may be entitled by contract or otherwise.

**ARTICLE XII
INSURANCE**

Section 12.01 INSURANCE. This corporation 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, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

**ARTICLE XIII
MAINTENANCE OF CORPORATE RECORDS**

Section 13.01 MAINTENANCE OF CORPORATE RECORDS. This corporation shall keep:

- a. Adequate and correct books and records of account;
- b. The original or a copy of the Article of Incorporation and Bylaws, as amended to date;
- c. Written minutes of the proceedings of Board and committees of the Board; and
- d. Such reports and records as required by law.

All such records shall be kept at the corporation's principal California office.

ARTICLE XIV INSPECTION RIGHTS

Section 14.01 DIRECTORS' RIGHT TO INSPECT. Each Director shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, to the extent permitted by California and federal law. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents to the extent permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of confidential information) pertaining to access to books, records, and documents.

ARTICLE XV REQUIRED REPORTS

Section 15.01 ANNUAL REPORTS. The Board shall cause an annual report to be sent to the Board within 120 days after the end of the corporation's fiscal year, or as soon thereafter as is practicable. That report may contain the following information, in reasonable detail:

- a. The assets and liabilities, including the trust funds, or the corporation as of the end of the preceding fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the preceding fiscal year;
- c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes, for the preceding fiscal year;
- d. The corporation's expenses or disbursement for both general and restricted purposes during the preceding fiscal year;
- e. Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law, with respect to the preceding fiscal year.

The annual report required by this Article XV shall be accompanied by an independent accountant's report or if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 15.02 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all Directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each Director any information required by Corporations Code Section 6322 with respect to the preceding year.

**ARTICLE XVI
AMENDMENT OF BYLAWS**

Section 16.01 BYLAW AMENDMENTS. The Board may adopt, amend, or repeal these Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the Directors then in office.

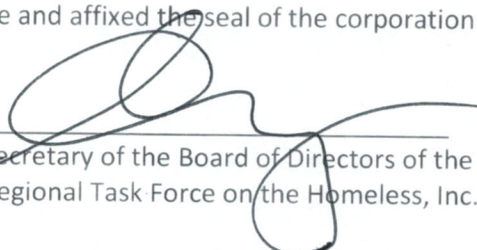
**ARTICLE XVII
FISCAL YEAR**

Section 17.01 FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF ADOPTION OF BYLAWS

Stephanie
I, *Kilkenny* certify that I am the Secretary of the Regional Task Force on the Homeless, Inc., a California nonprofit public benefit corporation, and that the foregoing bylaws constitute the bylaws of such corporation that were duly adopted by the corporation's Board on October 1, 2020.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on October *16*, 2020.


Secretary of the Board of Directors of the
Regional Task Force on the Homeless, Inc.