

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**AMERICAN FRIENDS OF PSE**  
**(A NONPROFIT PUBLIC BENEFIT CORPORATION)**

**ARTICLE I**  
**MEMBERS**

This corporation shall have no members.

**ARTICLE II**  
**BOARD OF DIRECTORS**

**Section 1. General Powers.** Subject to the provisions of the Nonprofit Public Benefit Corporation Law (the “Law”), the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors of the Corporation (the “Board”). The Board may delegate the management of the activities of this corporation to any person or persons, management company, or committee however composed; provided, that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 2. Number of Directors.** The Board shall consist of not less than one (1) nor more than ten (10) members. The exact authorized number of directors shall be fixed from time to time, within the limits specified in this section or in the articles of incorporation, by the Board. Subject to the foregoing provisions for changing the authorized number of directors, the authorized number of directors of this corporation shall initially be one (1).

**Section 3. Qualification.** So long as required by Law, not more than forty-nine percent (49%) of the persons serving on the Board of this corporation may be “interested persons” as defined by Section 5227(b) of the Law.

**Section 4. Selection.** The directors shall be elected at a regular annual meeting of the Board or in any manner authorized by Law. In any election of directors, the candidates receiving the highest number of votes are elected. Each director shall cast one vote for each office of director to be filled without the right to cumulate votes.

**Section 5. Term.** Directors are elected to a term of one (1) year. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor is elected.

**Section 6. Regular Meetings.** The Board may fix by resolution the time, place, either within or without the State of California, and manner of calling and conducting of regular meetings of the Board, including the regular annual meeting of the Board, without other notice than such resolution. Notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special meetings of the Board.

**Section 7. Special Meetings.** Special meetings of the Board for any purpose or purposes may be called by the chairman of the board or the president or, if both the chairman of the board and the president are absent or refuse to act, by any vice president or the secretary, (if the Board shall have created such office or offices) or by any two (2) directors.

**Section 8. Notice.** Notice of Special meetings of the Board shall be provided in a manner determined by the Board from time to time. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. The business to be transacted at any regular or special meeting need not be specified in the notice or waiver of notice of such meeting.

**Section 9. Quorum and Adjournment.** A majority of the number of directors authorized by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four 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 10. Manner of Acting.** The act of a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board, unless the act of a different number is required by Law, the articles of incorporation, or these bylaws. The articles of incorporation or bylaws shall not provide that a lesser vote than a majority of the directors present at a meeting is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least as many directors as is required to act on behalf of the Board.

Members of the Board may participate in a meeting through the use of conference telephone or electronic video screen communication, as long as all members participating in the meeting are able to hear one another. Members of the Board may participate in a meeting through the use of electronic transmission by and to the corporation, as long as all members participating in such meeting via electronic transmission can communicate with one another concurrently and each board member 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 corporation. Participation in a meeting in a manner pursuant to this section constitutes presence in person at such meeting.

**Section 11. Action Without a Meeting of the Board.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. For these purposes only, "all members of the Board" does not include an "interested director" as defined in Section 5233 of the Law or any successor section thereto.

**Section 12. Directors' Duty of Care.** A director shall perform the duties of a director, including duties as a member of any committee of the Board upon 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 position 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 this corporation whom the director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence;

provided, 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 13. Directors' Duty of Loyalty.** Subject to being able to comply with subdivision (d) of Section 5233 of the Law or any successor section thereto, prior to consummating a "self-dealing transaction" or any part thereof, as defined by Section 5233 of the Law or any successor section thereto, either (a) the Board shall authorize or approve the transaction in good faith by a vote of a majority of the directors then in office without counting the vote of the interested director or directors and with knowledge of the material facts concerning the transaction and the director's interest in the transaction; and, further, prior to authorizing or approving a self-dealing transaction, shall consider and in good faith determine after reasonable investigation under the circumstances that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; and, further, the corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to the corporation at the time the corporation enters into the transaction; or (b) where it is not reasonably practical to obtain approval of the Board prior to entering into the transaction, a committee or person authorized by the Board shall approve the transaction in a manner consistent with the standards set forth in clause (a) of this section. In the event the procedure of clause (b) of this section is followed, the Board, after determining in good faith that the conditions of clause (b) of this section are satisfied, shall ratify the transaction at its next meeting by a vote of the majority of the directors then in office without counting the vote of the interested director or directors. The chairperson of the governing board or committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies a self-dealing contract or transaction.

Subject to being able to comply with Section 5234(a)(2) of the Law, no contract or other transaction between this corporation and any domestic or foreign corporation, firm or association in which one or more of the directors of such domestic or foreign corporation are directors of the corporation shall be authorized, approved or ratified by the Board or a committee of the Board unless the material facts as to the transaction and as to the director's or directors' common directorships are fully disclosed or known to the Board or committee of the Board, and the Board or a committee of the Board authorizes, approves or ratifies the transaction in good faith by a vote sufficient without counting the vote of the common director or directors.

If the Board has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, it shall inform the director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose. If, after hearing the director's response and after making further investigation as warranted by the circumstances, the Board determines the director has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

**Section 14. Removal and Filling Vacancies.** The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty under Article 3 of Chapter 2 of the Law or any successor article thereto. Further, any or all directors may be removed without cause if the removal is approved by a majority of the directors then in office. Any vacancy occurring on the Board as well as any directorship to be filled by reason of an increase in the number of directors shall be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 5211 of the Law, or (c) a sole remaining director. A director elected to fill a vacancy shall hold office during the unexpired term of such director's predecessor in office and until such director's successor is elected.

**Section 15. Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board a just and reasonable fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board or any committee of the Board; but, subject to the restrictions of Section 3 of Article II of these bylaws, nothing contained in this section shall be construed to preclude any director from serving this corporation in any other capacity and receiving just and reasonable compensation therefore.

**Section 16. No Interest in Assets.** No director shall possess any property right in or to the property of this corporation. In the event this corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the articles of incorporation.

**Section 17. Resignation.** Any director may resign effective upon giving written notice to the chairman of the board, the president, the secretary or the Board of this corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation



becomes effective. However, except upon notice to the Attorney General, no director may resign if this corporation would then be left without a duly elected director in charge of its affairs.

### **ARTICLE III OFFICERS**

**Section 1. Officers.** The officers of this corporation shall be a chairman of the board or a president or both (the determination of which is to be made by the Board), a secretary, a chief financial officer, and such other officers with such titles and duties as shall be determined by the Board. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president or chairman of the board.

**Section 2. Selection and Term of Office.** The officers of this corporation shall be chosen by the Board, shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

**Section 3. Removal.** Any officer selected by the Board may be removed at any time by the Board whenever, in its judgment, the best interests of this corporation would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, or removal may only be filled by the Board.

**Section 5. Resignation.** Any officer may resign at any time upon written notice to this corporation without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

**Section 6. Chairman of the Board.** The chairman of the board, if there be such officer, shall, if present, preside at all meetings of the Board and exercise and perform such powers and duties as from time to time may be assigned to her by the Board or prescribed by these bylaws. If there is no president, the chairman of the board shall, in addition, be the general manager and chief executive officer of the corporation and shall have the powers and duties prescribed in Section 7 of this Article III.

**Section 7. President.** Subject to such powers and duties, if any, as may be prescribed by these bylaws or the Board for the chairman of the board, if there be such officer, the president shall be the general manager and chief executive officer of this corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of this corporation. She shall preside in the absence of the chairman of the board or, if there be none, at all meetings of the Board. She shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the president, and she shall have such further powers and shall perform such further duties as may be prescribed for her by the Board.

**Section 8. Vice Presidents.** In the absence or disability or refusal to act of the president, the vice presidents in order of their rank as fixed by the Board or, if not ranked, the vice president designated by the president or the Board, shall perform all of the duties of the

president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them, respectively, by the Board or these bylaws.

**Section 9. Chief Financial Officer.** The chief financial officer shall be the treasurer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this corporation. She shall receive and deposit all moneys and other valuables belonging to this corporation in the name and to the credit of this corporation and shall disburse the same only in such manner as the Board or the appropriate officers of this corporation may from time to time determine and shall render to the chief executive officer and the Board, whenever they request it, an account of all her transactions as treasurer and of the financial condition of this corporation. She shall have all of the powers and perform all of the duties incident to the office of treasurer, and she shall have such further powers and shall perform such further duties as may be prescribed for her by the Board.

**Section 10. Secretary.** The secretary shall keep or cause to be kept at the principal executive office of this corporation or such other place as the Board may order a book of minutes of all proceedings of the Board, with the time and place of each meeting, whether regular or special, and, if special, how authorized, the notice thereof given, and the names of those present. The secretary or, if she is absent or unable or refuses to act, any other officer of this corporation shall give or cause to be given notice of all the meetings of the Board required by these bylaws or by statute to be given, and she shall keep the seal of this corporation, if any, in safe custody. She shall have all of the powers and perform all of the duties incident to the office of secretary, and she shall have such further powers and shall perform such further duties as may be prescribed for her by the Board.

#### **ARTICLE IV COMMITTEES**

**Section 1. Committees of Directors.** The Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. And such committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- (a) The approval of any action for which the Law also requires approval of the Board;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;

- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction as defined by Section 5233 of the Law or any successor section thereto, except as provided by law.

**Section 2. Rules.** Sections 6 to 17 of Article II of these bylaws shall also apply, with necessary changes in point of detail, to committees exercising the authority of the Board, if any, and to actions by such committees, except that (a) the first sentence of Section 9 of Article II shall not apply and a quorum of the committee shall be a majority of the authorized number of members of the committee and except that (b) special meetings of a committee may be called by any two members of the committee, unless otherwise provided by these bylaws or by the resolution of the Board designating such committees. For such purpose, references to “the board” or “the board of directors” shall be deemed to refer to each such committee and references to “directors” or “members of the board” shall be deemed to refer to members of the committee.

**Section 3. Ad-hoc, Advisory or Other Committees.** Other committees not having or exercising the authority of the Board in the management of this corporation may be designated by a resolution adopted by a majority of the directors then in office. Each such committee may adopt rules for its own governance not inconsistent with the rules set forth by the Board in the resolution designating the committee.

## **ARTICLE V MISCELLANEOUS**

**Section 1. Contracts.** The Board may authorize any officer or officers to be agent or agents of this corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, of this corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer and countersigned by the chief executive officer of this corporation.

**Section 3. Deposits.** All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board may select.

**Section 4. Donations.** The chairman of the Board, if there be such officer, otherwise the president of this corporation or such officer's designee is authorized to accept donations that support the purposes of this corporation as set forth in the articles of incorporation of this corporation whether such donation is for a specific project or projects or is for the general support of this corporation's programs.

**Section 5. Grants.** The corporation may make grants and contributions and otherwise render financial assistance for purposes expressed in the articles of incorporation of the corporation; provided, that:

(a) the making of such grants and contributions and otherwise rendering financial assistance for purposes expressed in the articles of incorporation of the corporation shall be within the exclusive power of the Board;

(b) in furtherance of the corporation's purposes, the Board shall have power to make grants to any organization organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code;

(c) the Board shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, shall authorize payment of such funds to the approved grantee;

(d) the Board shall require that the grantees furnish periodic accounting to show that the funds were expended for the purposes which were approved by the Board;

(e) the Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which funds are requested; and

(f) after the Board approves a grant to another organization for a specific project or purpose, the corporation may solicit funds for that particular grant; however, at all times, the Board has the right of withdraw approval of the grant.

## **ARTICLE VI BOOKS AND RECORDS**

This corporation shall keep at its principal office in this state, if any, the original or a copy of its articles of incorporation and bylaws as amended to date. Furthermore, this corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its Board and committees of the Board. Minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this corporation.

## ARTICLE VII ANNUAL AND OTHER REPORTS

**Section 1. Annual Statement of Certain Transactions.** So long as required by the Law, this corporation shall furnish annually to its directors within one hundred twenty (120) days after the close of this corporation's fiscal year, a statement which briefly describes each of the following transactions, if any:

(a) Any "covered transaction" (as defined below) during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of "covered transactions" in which the same "interested person" (as defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000). The description of such "covered transactions" should include the names of the "interested persons" involved in such transactions, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and

(b) The amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of this corporation pursuant to the Law providing for the indemnification of officers and directors.

Within the meaning of this section, a "covered transaction" with an "interested person" means a transaction in which this corporation, its parent or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest: any director or officer of this corporation, or its parent or subsidiary; or any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary. A common directorship is not a material financial interest within the meaning of this section.

**Section 2. Financial Information.** So long as required by the Law, the Board shall cause to be prepared for their own use and for whatever further use the Board may duly authorize, a report containing in appropriate detail the following information:

(a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

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

(d) The expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year; and

(e) Any information required by Section 1 of this Article.

The report required by this section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without audit from the books and records of this corporation.

**Section 3. Biennial Statement.** This corporation shall, within 90 days after the filing of its original articles and biennially thereafter during the applicable filing period (as set forth in section 6210(c) of the Law), file, on a form prescribed by the Secretary of State, a statement containing: (1) the names and complete business or residence addresses of its chief executive officer, secretary, and chief financial officer; (2) the street address of its principal office in this state, if any; and (3) the mailing address of the corporation, if different from the street address of its principal executive office or if the corporation has no principal office address in this state. The statement shall also designate an agent of the corporation for the purpose of service of process as prescribed in Section 6210(b) of the Law. If its agent for service of process or the address of the agent is changed, or if designation of a new agent for service of process is required under Section 6212 of the Law, the corporation shall file a current statement containing all the information required by this Section 3 (§§ 6210(d) and §6212).

## **ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS**

This corporation shall, to the maximum extent permitted by Law, indemnify each of its present or former directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter “proceeding” includes any threatened proceeding) arising by reason of the fact that any such person is or was a director or officer of this corporation; provided that such director or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this corporation and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, this corporation is prohibited by Law from indemnifying its directors or officers against judgments, fines, settlements and other amounts, this corporation shall nevertheless indemnify each of its directors and officers against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a director or officer of the corporation; provided that such director or officer was acting in good faith and in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of

the director or officer to repay the amount of the advance unless it is determined ultimately that the director or officer is entitled to be indemnified as authorized in this article or by law. The provisions of Article X of these bylaws shall not apply to advances made pursuant to this paragraph.

The Board may authorize this corporation to purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against such liability; provided, however, that this corporation shall not purchase or maintain insurance to indemnify any director or officer of this corporation for violating Section 5233 of the Law.

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be a director or officer of this corporation. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## **ARTICLE IX**

### **LIMITATION OF LIABILITY OF CERTAIN DIRECTORS AND OFFICERS**

**Section 1. Limitation of Liability of Volunteer Directors and Volunteer Executive Officers to Third Parties.** There shall be no personal liability for monetary damages to a third party on the part of a volunteer director or volunteer executive officer caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met:

- (a) The act or omission was within the scope of the director's or executive officer's duties;
- (b) The act or omission was performed in good faith;
- (c) The act or omission was not reckless, wanton, intentional, or grossly negligent; and
- (d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the Board and the person had made all reasonable efforts in good faith to obtain available liability insurance.

**"Volunteer"** means the rendering of services without compensation. **"Compensation"** means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person's status as a volunteer with the meaning of this Section.

***“Executive officer”*** means the chairman of the Board, president, vice president, secretary, or chief financial officer of a corporation, or such other person who serves in like capacity, who assists in establishing the policy of the corporation.

Nothing in this Section shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer director or volunteer executive officer.

This Section does not eliminate or limit the liability of a director or officer as provided in Section 5233 or 5237 of the Law; or in any action or proceeding brought by the Attorney General.

Nothing in this Section creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a director or officer.

**Section 2. Limitation of Liability of Certain Directors.** Except as provided in Section 5233 of the Law, there is no liability based upon any alleged failure to discharge a person’s obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated, if the director’s duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith;
- (b) The duties are performed in a manner such director believes to be in the best interests of the corporation; and
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

## **ARTICLE X CORPORATE LOANS, GUARANTEES AND ADVANCES**

Except as provided by the Law, this corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

## **ARTICLE XI AMENDMENTS TO BYLAWS**

New bylaws may be adopted or these bylaws may be amended or repealed by the approval of the Board.