

BYLAWS OF
CALIFORNIA JOB'S DAUGHTERS FOUNDATION, INC.

ARTICLE I
PRINCIPAL OFFICE

Section 1.01. Principal Office. The principal office of the corporation for the transaction of its business is located at 303 West Lincoln Avenue, Suite 210, Anaheim, California 92805-2928.

ARTICLE II
PURPOSE

Section 2.01. Purpose. The corporation is formed primarily to receive gifts, grants, and contributions for use in the encouragement and development of good citizenship and sound character among youth, teaching clean upright living by inculcating and teaching the virtues of friendship, reverence, love of parents and guardians, patriotism, courtesy and fidelity.

Section 2.02. Objectives. In furtherance of these purposes, the corporation is formed to provide funds to pursue the following objectives:

- (a) Education. To provide scholarships for colleges and trade schools for young women.
- (b) Leadership. To train young women and adult advisors in leadership skills and provide necessary printed material and working tools.
- (c) Charity. To support charitable projects selected by the Board of Trustees.
- (d) Promotion. To provide brochures and pamphlets to improve public awareness of the California Job's Daughters Foundation, Inc. To provide and promote the many benefits of membership in Job's Daughters. To provide a Newsletter including but not limited to, reports of the activities of the corporation and promoting the activities and benefits of the corporation.

ARTICLE III
MEMBERSHIP

Section 3.01. Members. The corporation shall have no members. Any action which would require approval by a majority of all members or approval by the members shall require only approval of the Board of Trustees. All rights which would otherwise vest in the members, with the exception of any rights with respect to termination of membership, shall vest in the Trustees.

Section 3.02. Eligibility. No person elected to serve on a Board of the Grand Guardian Council of California, International Order of Job's Daughters, shall be eligible to serve as a Trustee of the corporation.

Section 3.03. Associates. Any person shall be an associate of this corporation upon appointment by the Board of Trustees. The Grand Guide and the Grand Marshal of the Grand Guardian Council of California, International Order of Job's Daughters, shall become Associates of the corporation upon their installation into their respective offices of the Grand Guardian Council. Death, resignation or removal by the Board of Trustees shall terminate his or her Associate standing in this corporation. Nothing in this Article III shall be construed as limiting the right of the Board of Trustees to refer to persons associated with it as "members" even though such persons are not members within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Board of Trustees may confer by amendment of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons.

ARTICLE IV
BOARD OF TRUSTEES

Section 4.01. Number. The Board of Trustees shall consist of not more than twenty-seven members and shall be selected as set forth in Section 4.04. The Grand Guardian, Associate Grand Guardian, Vice Grand Guardian, Vice Associate Grand Guardian, Grand Secretary and Grand Treasurer of the Grand Guardian Council of California, of Job's Daughters International shall be ex-officio members of the Board of Trustees.

Section 4.02. Quorum. A majority of the number of Trustees then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.12. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for such a meeting.

Section 4.03. Powers of Trustees. Subject to the Articles of Incorporation, other sections of these Bylaws and the California Nonprofit Corporation Law, the activities and affairs of the corporation shall be conducted and all corporate powers of this corporation shall be exercised by and under the direction of the Board of Trustees. The Board of Trustees may delegate the management of the activities of the corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Trustees. Without limiting the general powers, the Board of Trustees shall have the following powers in addition to other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation, or these Bylaws, fix their compensation and require from them security for faithful service.

(b) To conduct, manage and control the affairs and activities of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws.

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

(d) To adopt, make and use a corporate seal, and to alter the form of such seal from time to time.

Section 4.04. Election and Term of Office. The term of office for each member of the Board of Trustees of this corporation (other than ex-officio members) shall be three years. The terms of five of the initial members of the Board of Trustees (other than ex-officio members) shall expire in January of 1997, as indicated in their appointment by the sole incorporator of this corporation. The terms of six of the initial members of the Board of Trustees (other than ex-officio members) shall expire in January of 1998, as indicated in their appointment by the sole incorporator of this corporation. The terms of the remaining six initial members of the Board of Trustees (other than ex-officio members) shall expire in January of 1999, as indicated in their appointment by the sole incorporator of this corporation. The term of office of the members of the Board of Trustees (other than ex-officio members) shall be thus staggered so that their terms of office shall expire in successive years, at which expiration date, members of the Board of Trustees shall be elected to fill the vacancies thus created. Except as otherwise provided in this Article, each member of the Board of Trustees shall hold office until the

expiration of his or her term and until his or her successor is elected and qualified. Successors for members of the Board of Trustees shall be elected at a meeting to be held in the month of October and shall take office at the Annual Meeting of the Board of Trustees held on the Friday proceeding the third Saturday of January. A member of the Board of Trustees may succeed himself or herself in office.

Section 4.05. Interested Persons. Not more than forty-nine [49] percent of the persons serving on the Board of Trustees shall be "interested persons." For the purpose of this section, "interested persons" includes: (i) any person currently being compensated by the corporation for services rendered to it within the previous twelve [12] months, whether as a full- or part-time employee, independent contractor or otherwise, and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4.06. Vacancies. A vacancy or vacancies in the Board of Trustees shall be filled by a majority of the remaining Trustees then in office, although less than a quorum. A successor Trustee so selected shall serve for the unexpired term of the predecessor. A vacancy or vacancies in the Board of Trustees shall be deemed to exist in case of death, resignation, or removal of any Trustee or if the authorized number of Trustees is increased.

Subject to the prohibition of Section 5226 of the California Nonprofit Corporation Law that the sole remaining Trustee may not resign except upon notice to the Attorney General, any Trustee may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Trustees, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, the successor may be elected before such time, to take office when the resignation becomes effective.

The Board of Trustees may declare vacant the office of a Trustee who has not attended three consecutive meetings of the Board of Trustees.

The Board of Trustees may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgement of any court to have breached any duty arising under Sections 5230 through 5241 of the California Nonprofit Corporation Law. Any reduction of the number of Trustees authorized in these bylaws shall not have the effect of removing any Trustee prior to the expiration of the Trustee's term of office.

Section 4.07. Place of Meetings. Meetings of the Board of Trustees shall be held at any place, within or without the state, that has been designated from time to time by resolution of the Board or by written consent of all members of the

Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place designated for such meeting or at the principal office.

Section 4.08. Annual Meeting. The Board of Trustees shall hold an annual meeting for the purposes of organization, election of officers and the transaction of other business. This annual meeting shall be held without call or notice if held on the Friday preceding the third Saturday of January of each year at 7:00 p.m. at the principal office of corporation, or at such other location as may be selected by the President by means of a notice given in accordance with the procedure described in Section 4.10; provided, however, should such day fall upon a holiday observed by the corporation at its principal office, then such meeting shall be held at the same time on the next day thereafter ensuing which is a full business day.

Section 4.09. Regular Meetings. Other regular meetings of the Board of Trustees shall be held without call or notice at such time as shall from time to time be fixed by the Board of Trustees.

Section 4.10. Special Meetings. Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the Chairman of the Board, President, any Vice President, Secretary, or any two Trustees.

Notice of the time and place of special meetings shall be given to each Trustee either (i) by written notice sent by first-class mail, charges prepaid, addressed to the address of such Trustee as shown on the records of the corporation, four [4] days before the date of the meeting, or (ii) by at least a forty-eight [48] hours' notice delivered personally or by telephone, telegraph, telex, or other similar means of communication.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient, delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means. Oral notice shall be deemed to have been given at the time it is communicated in person or by telephone or wireless to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 4.11. Waiver of Notice. Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a written consent to the holding of 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 Trustee. The transactions of any meeting of the Board of Trustees, however called and noticed and whenever held, shall be as

valid as though transacted at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Trustees not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.12. Adjournment. A majority of the trustees present, whether or not a quorum is present, 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 absent Trustees if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than twenty-four [24] hours, in which event notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Trustees who were not present at the time of adjournment.

Section 4.13. Meeting by Conference Telephone. Members of the Board of Trustees may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through telephonic means constitutes presence in person at such meeting.

Section 4.14. Action without a Meeting. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board, not including any "interested director" as defined in Section 5233 of the California Nonprofit Corporation Law, 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.

Section 4.15. Right of Inspection. Every Trustee shall have the absolute right of any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 4.16. Committees. The Board of Trustees may, by resolution adopted by a majority of the number of Trustees then in office, provided that a quorum is present, create one or more committees, each consisting of two or more Trustees, and delegate to such committees any of the authority of the Board, except with respect to: (i) approval of any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members, (ii) filling of vacancies on the Board or any committee, (iii) amendment or repeal of these Bylaws or the adoption of new Bylaws, (iv) amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable, (v) appointment of other committees of the Board or the members thereof, (vi) expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected or (vii) approval of

any self dealing transaction with the meaning of Section 5233(a) of the California Nonprofit Corporation Law, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

- [a] The Executive Committee shall consist of the President, Vice President, Secretary, Chief Financial Officer, and immediate Past President.
- [b] The Executive Committee shall meet when requested by the President or any three [3] executive committee members.
- [c] The Auditing Committee shall consist of three (3) members of the Board of Trustees, and shall conduct a annual internal audit no later than March 31 of the year following. A report shall be given at the 2nd meeting of the Board of Trustees.

Section 4.17 Compensation. No member of the Board of Trustees shall receive compensation for services on the Board or on a committee of the Board.

Section 4.18 The Board of Trustees shall create and maintain a set of Policies and Procedures, which may be changed from time to time.

Section 4.19 Requirements. All members of the Board of Trustees, including every elected, associate and ex-officio member, shall be a Certified Adult Volunteer in good standing with the Job's Daughters International Supreme Guardian Council during the entirety of their term as a member of the Board of Trustees. Any person who has not become such a Certified Adult Volunteer or has not maintained their standing as a Certified Adult Volunteer shall not serve as a Trustee.

ARTICLE V OFFICERS

Section 5.01 Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board, a Chairman of the Board, additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and other such officers as may be elected in accordance with Section 5.02. 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 Chairman of the Board or the President.

Section 5.02. Election. Officers shall be chosen annually by the Board of Trustees and 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 shall be elected.

Section 5.03. Removal and Resignation. Any officer may be removed, with or without cause, by the Board of Trustees at any time, without prejudice to the rights, if any, the officer may have under any contract of employment.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, the corporation may have under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Trustees.

Section 5.05 Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Trustees and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Trustees or prescribed by these Bylaws.

Section 5.06. President. Subject to such powers, if any, as may be given by the Board of Trustees to the Chairman of the Board, if there be such an officer, the President shall be the general manager and chief executive officer of the corporation with general supervision, direction, and control of the business and officers of the corporation, subject to the control of the Board. In the absence of the Chairman of the Board, or if there is none, the President shall preside at all meetings of the Board of Trustees. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees.

Section 5.07. Vice President. In the absence or disability to the President, the Vice President, if any, shall perform all the duties of the President and when so acting shall have all the powers of the president. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees.

- (a) The Vice President shall be the Chairman of the Fund Raising Committee.

Section 5.08. Secretary. The Secretary shall keep or cause to be kept, at

the principal office or such other place as the Board may order, a full and complete record of all meetings of the Board and its committees. 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 Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep the seal of the corporation in safe custody and affix it to such papers and instruments as may be required in the regular course of business. The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees required by these Bylaws or by law to be given. The Secretary shall supervise the keeping of the records of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees. The Secretary shall receive funds and deposit same in the designated account.

Section 5.09 Chief Financial Officer. The Chief Financial Officer shall receive from the Secretary and safely keep all funds of the corporation and deposit them in the financial institution or financial institutions that may be designated by the Board of Trustees. Those funds shall be paid out only on checks of the corporation and signed by the President, Vice President, Chief Financial Officer, or Secretary or by such officers as may be designated by the Board of Trustees as authorized to sign them. Should it be necessary, the Chief Financial Officer may pay bills authorized by the Board of Trustees electronically. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The Chief Financial Officer shall supervise the activities of the Assistant Treasurers, if any, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees. No person serving as a member of the Finance Committee of the Grand Guardian Council of California, Job's Daughters International, shall be eligible to serve in the position of Chief Financial Officer.

ARTICLE VI PARLIAMENTARY AUTHORITY

Section 6.01 The rules contained in the current edition of Robert's Rules of Order, newly revised shall govern the corporation in all cases to which they are applicable.

ARTICLE VII AMENDMENT OF BYLAWS

Section 7.01 These Bylaws may be amended by a two-thirds (2/3) vote at the Annual Meeting of the corporation, provided such an amendment has been

submitted in writing to the Secretary of the corporation at least sixty (60) days prior to the Annual Meeting. Any Trustee, group of Trustees or Committee of the corporation may submit proposed amendments. All proposed amendments properly filed shall be included with the Call to the Annual Meeting.

ARTICLE VII INDEMNIFICATION

Section 8.01 Statutory Indemnity. The corporation shall indemnify its Trustees, officers, and employees to the fullest extent permitted by the California Nonprofit Corporation Law.

Section 8.02. Indemnity of Fiduciaries. The corporation shall have the power to indemnify any trustee, investment manager or other fiduciary of an employee benefit plan to the extent permitted by Section 51404(e) of the California Nonprofit Corporation Law.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 9.01. Authority to Bind the Corporation. Subject to the provision of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President, any Vice President, the Secretary, and any Assistant Secretary, the Chief Financial Officer or any Assistant Treasurer, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officer lacked authority to execute such instrument. Any such instrument may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no office, agent, or employee shall have any power or authority to bind the corporation by any contact or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 9.02. Representation. The President, or other such officers as the Board of Trustees may authorize for that purpose, are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority granted in these Bylaws to any officer to vote or represent this corporation arising from any shares held by this corporation in any other corporation or corporations may be exercised either by the officer in person or by any person authorized so to do by proxy or power of attorney duly executed by such officer.

CERTIFICATE OF SECRETARY

The undersigned, SHARRON C. PORTER, hereby certifies that:

- (1) The undersigned is the duly elected and acting Secretary of the CALIFORNIA JOB'S DAUGHTERS FOUNDATION, INC., a California Nonprofit Public Benefit Corporation.
- (2) Attached hereto is a complete and correct copy of the Bylaws of such corporation as adopted February 1, 1996; and as amended on October 17, 1998; and January 12, 2001; and January 16, 2004; and January 21, 2006; and January 14, 2011; and January 17, 2015; and January 15, 2016; and January 20, 2017.

IN WITNESS WHERE OF, the undersigned has executed this Certificate of Secretary on January 27, 2016.

Sharron C. Porter
Secretary