

BYLAWS
Orange County Bar Association Charitable Fund
A California Nonprofit Public Benefit Corporation

ARTICLE I: NAME

The name of this corporation shall be **ORANGE COUNTY BAR ASSOCIATION CHARITABLE FUND, INC.** (hereafter the “Corporation”).

ARTICLE II: OFFICES

Section 1. Principal Office -- The principal office for conducting the activities and affairs of the Corporation shall be at the same location as the principal office of the Orange County Bar Association (the “OCBA”) or at such other location as authorized by the Board of Directors of the Corporation and approved by a vote of the Board of Directors of the OCBA. Until changed by the respective Boards of the Corporation and the OCBA, the principal office of the Corporation shall be located at 17875 Von Karman Avenue, Suite 100, Irvine, CA 92623. Any approved change in the location of the Corporation’s principal office shall be noted on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices – If approved by a vote of the Board of Directors of the OCBA, the Board of Directors of the Corporation may from time to time establish branch or subordinate offices at any place or places, whether within or without the State of California.

ARTICLE III: OBJECTIVES AND PURPOSES

Subject to and in accordance with the purposes of the Corporation set forth in the Articles of Incorporation, the basic objectives and purposes of the Corporation shall be to serve as the charitable-giving arm of the OCBA in providing financial support and other assistance to the law-related charities sponsored by the OCBA and to other worthwhile organizations, causes, or projects which are designed to enhance the system of justice, to support the lawyers who serve it, or to assist the community served by it.

ARTICLE IV: PURPOSE LIMITATION

Section 1. Nonpartisan Activities -- The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes described in Article III above, and the Corporation shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 2. Dedication Of Assets -- The properties and assets of the Corporation are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of this corporation, whether upon dissolution or otherwise, shall inure to the benefit of or be distributed to any private person or individual, or to any Director or Officer of the Corporation. Upon the liquidation or dissolution of the Corporation, its properties and assets shall be distributed and paid over to one or more organizations for the sole purpose of furthering one or more of the exempt purposes as provided in Section 214 of the California Revenue and Taxation Code and which have established their tax exempt status under Sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law), as shall be selected by the Board of Directors of the Corporation.

ARTICLE V: MEMBERS

The Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors of the Corporation. All rights and powers which would otherwise vest in the members shall vest in the Directors.

ARTICLE VI: DIRECTORS

Section 1. Powers -- Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and the Bylaws, the activities and affairs of the 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 may delegate the management of the activities of the Corporation to any person or persons, management company or committee, however composed, provided that all 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 Directors. Without prejudice to these general powers and subject to the same limitations, the Directors shall have the power to:

- (a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with the Bylaws; fix their compensation, if any; and require from them security for faithful service;
- (b) Designate any place within or without the State of California for the holding of any Directors' meeting, including the Annual Meeting;
- (c) Adopt, make, and use a corporate seal and to alter the form of such seal from time to time;

- (d) Adopt, amend, and repeal Bylaws, provided, however, that no such action to adopt, amend or repeal any provision of the Bylaws of the Corporation shall be valid or effective until it has been ratified and approved by a vote of the Board of Directors of the OCBA;
- (e) Make donations on behalf of the Corporation for the public welfare or for community funds, hospital, charitable, educational, civic, or similar tax-exempt purposes;
- (f) Assume obligations and enter into contracts on behalf of the Corporation;
- (g) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities; and,
- (h) Cause the Corporation to participate with others in any partnership, joint venture or other association, transaction or arrangement of any kind, whether or not such participation involves sharing or delegation of control with or to others.

Section 2. Number And Qualification Of Directors -- The authorized number of directors of the Corporation shall be no less than five (5) nor more than fifteen (15), unless changed by a duly adopted amendment to the Articles of Incorporation or by an amendment to the Bylaws. Directors need not be residents of the State of California. No person serving on the Board of Directors of the Corporation may be an interested person. 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- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director;
- (b) Any person who is a director, officer, managing agent, or employee of any organization or entity which is receiving, is seeking to receive, or at any time during the prior two fiscal years from the date in question has received, any grants or contributions of any kind from the Corporation; or
- (c) 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 persons described in (a) or (b) above.

Section 3. Election And Term Of Office Of Directors – Directors shall be elected for a three-year term at the Annual Meeting of the Board from among the nominees submitted by the Nominating Committee. In the event that the Annual Meeting is not held, or in the event that the number of Directors to be elected at that meeting are not so elected, Directors may be elected at a special meeting of the Directors held for that purpose. Each Director, including a Director

elected to fill a vacancy or elected at a special meeting, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Notwithstanding the foregoing, two positions on the Board of Directors of the Corporation shall be permanently reserved for and filled by the Treasurer and the Immediate Past-President of the OCBA who shall each serve for a one-year term, commencing in January of each new year.

The terms of the Directors shall be staggered so that approximately one-third of the Board stands for election at each Annual Meeting. Proposed Directors offered for Board membership by the Nominating Committee at a regular meeting, other than the Annual Meeting, shall serve a three-year term as if they had been elected at the most recently preceding Annual Meeting.

Upon the expiration of a Director's term, the Director shall be eligible to be re-nominated to be a Director by the Nominating Committee. Directors appointed by the Board to replace an existing Director shall serve for the remaining term of that Director. Upon the end of that term, the Director shall be eligible to be re-nominated to be a Director by the Nominating Committee.

No action of the Board of Directors of the Corporation to elect or appoint any person to serve as a Director on the Corporation's Board shall be effective until it has been ratified and approved by a vote of the Board of Directors of the OCBA.

Section 4. Vacancies -- Vacancies on the Board of Directors, including a vacancy resulting from the removal of a Director, may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the next Annual Meeting of the Directors and until a successor has been elected and qualified.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any Director, or if the Board of Directors by resolution declares vacant the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony or has been found by a final order or judgment of any court to have breached a duty under Article 3 (commencing with Section 5230) of the California Nonprofit Corporation Law, or if the authorized number of directors is increased, or if the Directors fail, at any meeting of the Directors at which any Director or Directors are to be elected, to elect the number of Directors to be voted for at that meeting.

In the event a Director fails to attend three (3) successive regular meetings of the Board or if a Director engages in conduct which seriously conflicts with, or is inimical to, the duties of a Director of the Corporation or the goals, policies, or best interests of the Corporation, such Director may be removed from office and such Director's seat may be declared vacant upon the vote of two-thirds of the Directors present at a regular or special meeting of the Corporation's Board at which a quorum is present.

No action of the Board of Directors of the Corporation to fill any vacancy on the Corporation's Board shall be effective until it has been ratified and approved by a vote of the Board of Directors of the OCBA.

Except as otherwise provided in this section, any Director may resign effective upon giving written notice to the President of the Board of Directors, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No Director may resign, except upon written notice to the Attorney General of the State of California, where the Corporation would then be left with less than two (2) duly elected Directors in charge of its affairs.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office.

Section 5. Place Of Meetings And Meetings By Telephone -- Regular meetings of the Board of Directors may be held at any place within or without the State of California that has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board of Directors may be held at any place within or without the State of California that has been designated in the notice of the meeting or, if not stated in the notice of the meeting or if there is no notice, at the principal office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such a meeting can hear one another, and all such Directors shall be deemed present in person at such meetings.

Section 6. Annual Meeting -- The Board of Directors shall hold an Annual Meeting for the purposes of organization, selection of Directors and Officers and the transaction of other business. Annual Meetings of the Board shall be held on such dates and at such times as may be fixed by the Board. Call and notice of this meeting shall not be required.

Section 7. Other Regular Meetings -- Other regular meetings of the Board of Directors shall be held without call at such time as from time to time may be fixed by the Board of Directors from time to time. Such regular meetings may be held without additional notice.

Section 8. Special Meetings -- Special meetings of the Board of Directors may be called for any purpose at any time by the President or Secretary of the Board of Directors or by any two (2) Directors.

Notice of the time and place of the special meeting shall be delivered personally or by telephone or telegraph to each Director, or sent by first-class mail, postage prepaid, addressed to each Director at that Director's address as it appears on the records of the Corporation. In the event the notice is mailed, it shall be deposited in the U.S. mail at least four (4) days prior to the

time of the holding of the meeting. In the event that the notice is delivered personally or by telephone or telegraph, it shall be given or telephoned at least forty-eight (48) hours before the time of the holding of the meeting. Any notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice shall state the time and place of the special meeting, but need not specify the purpose nor the place if the meeting is to be held at the principal office of the Corporation.

Section 9. Quorum – Twenty-five (25) percent of the authorized number of Directors plus one (1) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article below. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of Section 5212 (appointment of committees), Section 5233 (approval of contracts or transactions in which a Director has a direct or indirect material financial interest), Section 5234 (approval of contracts or transactions with a corporation having a common directorship), Section 5235 (fixing the compensation of Officers and Directors), and Section 5238 (e) (indemnification of agents) of the California Nonprofit Corporation Law. 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 a majority of the required quorum for that meeting.

Section 10. Waiver Of Notice -- The transactions of any meeting of the Board of Directors, however called and noticed or where ever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present or who though present has prior to the meeting or at its commencement protested the lack of proper notice to that Director, signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice shall be deemed given to any Director who attends the meeting without protesting, either before the meeting or at its commencement, the lack of proper notice to that Director.

Section 11. Adjournment -- A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time or place. Notice of the time and place of any adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting in the manner specified in Section 8 of this Article to the Directors who were not present at the time of the adjournment.

Section 12. Action Without A Meeting -- Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of

Directors.

Section 13. Fees And Compensation Of Directors -- Directors and members of committees shall serve on the Board of Directors and its committees in a voluntary capacity and shall receive no compensation for such services. Directors may receive such reimbursement for costs and expenses incurred or paid by them while acting on behalf of the Corporation as may be fixed or determined by resolution of the Board of Directors. Nothing in this Section 13 shall be construed to preclude a Director from serving the Corporation in any capacity other than as a Director, such as an Officer, agent, employee or otherwise, and receiving compensation for such service, provided that the amount of such compensation is determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE VII: COMMITTEES

Section 1. Committees Of The Board Of Directors -- The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, designate one or more committees, each consisting of at least two (2) or more Directors, to serve at the pleasure of the Board of Directors. Any such committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall have all the authority of the Board of Directors, except in respect to:

- (a) The filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the Board or the members thereof; and,
- (f) The appointment of any self-dealing transaction, as defined in Section 5233 of the California Nonprofit Corporation Law.

Section 2. Meetings And Actions Of Committees -- Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Bylaws, Section 5 (place of meetings), Section 7 (regular meetings), Section 8 (special meetings), Section 10 (waiver of notice), Section 11 (adjournment), and Section 12 (action without a meeting), with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors

or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Directors. The Board of Directors may adopt rules for the governing of any committee not inconsistent with the provisions of these Bylaws.

Section 3. Standing Committees -- The Corporation shall have the following standing committees:

(a) Audit Committee -- In order to provide the greatest level of protection for funds donated to the Corporation, an Audit Committee composed of the Treasurer/Chief Financial Officer and two (2) other members of the Board of Directors shall review the financial operations of the Corporation each year. This committee shall report on this annual review at the Annual Meeting of the Board of Directors and shall make this information available to any outside auditing body, should such be utilized.

(b) Nominating Committee -- In order to ensure that the Board of Directors maintains the highest level of knowledge regarding the justice system, the legal community and the clients served by each, a Nominating Committee shall be established each year to suggest a slate of Officers and Board candidates for the following year. This slate will be presented at least one month before the Annual Meeting at which time elections will occur. The Nominating Committee shall be composed of the President-Elect of the Corporation, the President-Elect of the OCBA, and one (1) additional Director from the Corporation's Board who shall be appointed by the President of the Corporation.

ARTICLE VIII: OFFICERS

Section 1. Officers -- The Officers of the Corporation shall include a President, a President-Elect, a Treasurer, and a Secretary. These Officers shall constitute the Executive Committee of the Corporation's Board of Directors. The Corporation may also have, at the discretion of the Board of Directors, other Officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. No Officer may hold more than one (1) office at the same time.

Section 2. Election Of Officers -- The President-Elect, Treasurer, and Secretary shall be elected by the Corporation's Board of Directors at the Annual Meeting of the Corporation, or at a regular or special meeting of the Board if such change in schedule is approved by a vote of the Corporation's Board. Each of these three Officers shall serve for a term of one year, as shall the President of the Corporation. The Officers of the Corporation shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment.

Section 3. Subordinate Officers -- The Board of Directors may appoint, and may empower the President or another Officer to appoint such other Officers as the conduct of the activities and affairs of the Corporation may require, each of whom shall have such title, hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal And Resignation Of Officer -- Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors or, except in the case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors. Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 5. 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 regular appointments to that office.

Section 6. President -- The President of the Corporation shall, subject to the control of the Board of Directors, have general supervision, direction and control of the activities and affairs and the Officers of the Corporation. The President shall preside at all meetings of the Corporation's Board of Directors and all meetings of the Executive Committee of the Board. The President shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President shall be and serve as Chairman of the Board and the Chief Executive Officer of the Corporation. Unless otherwise excused by the President of the OCBA, the President of the Corporation, or his or her designee, shall report on the status and activities of the Corporation at each regular monthly meeting of the Board of Directors of the OCBA.

Section 7. President-Elect. In the absence of the President, the President-Elect shall act in the President's place and perform all the duties of the President. The President-Elect shall automatically become the President upon conclusion of the term of office of President or upon a vacancy in the office of President.

Section 8. Treasurer --The Treasurer shall serve as Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer/Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer/Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and

Directors, whenever they request it, an account of all the Treasurer/Chief Financial Officer's transactions as chief financial officer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 9. Secretary -- The Secretary of the Corporation shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at Directors' meetings or committee meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

ARTICLE IX: INDEMNIFICATION OF DIRECTOR, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. Definitions -- For the purposes of this Article only:

(a) Agent -- means any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation;

(b) Proceeding -- means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and,

(c) Expenses -- include without limitation attorneys' fees, costs, and any other expenses incurred in the defense of any proceedings against an agent by reason of the agent's position or relationship as an agent of the Corporation and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense By Agent -- To the extent that an Agent of the Corporation has been successful on the merits in the defense of any Proceeding, referred to in this Article, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against Expenses actually and reasonably incurred by the Agent in connection therewith.

Section 3. Actions Brought By Persons Other Than The Corporation -- Subject to the required findings to be made pursuant to Section 5 below, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any Proceeding (other than an action brought by, or on behalf of, the Corporation, an action brought on the grounds that the person was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty related to assets held in charitable trust) by reason of the fact that such person is or was an Agent of the Corporation for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the Proceeding.

Section 4. Actions Brought By Or On Behalf Of The Corporation:

(a) Claims Settled Out Of Court -- If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition, or for any Expenses incurred in defending against the Proceeding, unless it is settled with the prior approval of the Attorney General or the Board of Directors.

(b) Claims And Disputes Against The Agent -- The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of the Corporation by reason of the fact that the person is or was an Agent of the Corporation for all Expenses actually and reasonable incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5 below must be made in the manner provided for in that Section; and,

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnification for the Expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of Expenses to be reimbursed.

Section 5. Determination Of Agent's Good Faith Conduct -- The indemnification granted to an Agent in Sections 3 and 4 above is conditioned upon the following:

(a) Required Standard of Conduct -- The Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner the Agent believed to be in the best interest of the Corporation, and after having made such reasonable inquiry as an ordinarily prudent person in a like position would have made in similar circumstances. The termination of any Proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which the person reasonably believed to be in the best interest of the

Corporation, or that the person had reasonable cause to believe that this conduct was unlawful. In the case of a criminal proceeding, in order to be found to have acted in good faith, the person must have had no reasonable cause to believe that the conduct at issue was unlawful.

(b) Manner Of Determination Of Good Faith Conduct -- The determination that the Agent did, or did not, act in a manner complying with Section 5(a) above shall be made by:

(i) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the Proceeding; or,

(ii) The Court in which the Proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

Section 6. Limitations -- No indemnification or advance shall be made under this Article, except as provided in Section 2 or 5(b)(ii), in any circumstances when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles, Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or,

(b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advances Of Expenses -- Expenses incurred in defending any Proceeding may be advanced by the Corporation before the final disposition of the Proceeding upon receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance, unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

Section 8. Contractual Rights Of Non-Directors And Non-Officers -- Nothing contained in this Article shall affect any right to indemnification to which persons, other than Directors and Officers of the Corporation or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance -- The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director or Agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against that liability under provisions of this Article.

ARTICLE X: RECORDS AND REPORTS

Section 1. Maintenance And Inspection Of Articles And Bylaws -- The Corporation shall keep at its principal office the original or a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

Section 2. Maintenance And Inspection Of Other Corporate Records -- The accounting books and records and minutes of proceedings of the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 3. Inspection By Directors -- Every Director of the Corporation's Board of Directors and every member of the Executive Committee of the OCBA's Board of Directors shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director or a member of the OCBA's Executive Committee may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report To Directors -- The Board of Directors shall cause the annual report referred to in Section 6321 of the California Non-Profit Corporation Law to be prepared and sent to all Directors of the Corporation in accordance with Section 6321.

ARTICLE XI: GENERAL CORPORATE MATTERS

Section 1. Checks, Drafts, Evidence Of Indebtedness -- All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 2. Corporate Contracts And Instruments: How Executed -- The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no office, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 3. Construction And Definitions -- Unless the context requires otherwise, the general provision, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of the Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and

the term “person” includes both a corporation and a natural person.

Section 4. Amendment Of Bylaws -- The Bylaws of the Corporation may be adopted, amended or repealed by a vote of the Corporation’s Board of Directors, provided, however, that no such vote or other action by the Corporation’s Board of Directors shall be effective until it has been ratified and approved by a vote of the Board of Directors of the OCBA.

Last Date Amended 12/03