

AMENDED AND RESTATED BYLAWS

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DESERT VILLAGE INITIATIVE

A Non-Profit Public Benefit Corporation

May 26, 2016

IF THIS DOCUMENT CONTAINS ANY RESTRICTION BASED ON RACE, COLOR, RELIGION, SEX, SEXUAL ORIENTATION, FAMILIAL STATUS, MARITAL STATUS, DISABILITY, NATIONAL ORIGIN, SOURCE OF INCOME AS DEFINED IN SUBDIVISION (p) OF SECTION 12955, OR ANCESTRY, THAT RESTRICTION VIOLATES STATE AND FEDERAL FAIR HOUSING LAWS AND IS VOID, AND MAY BE REMOVED PURSUANT TO SECTION 12956.2 OF THE GOVERNMENT CODE. LAWFUL RESTRICTIONS UNDER STATE AND FEDERAL LAW ON THE AGE OF OCCUPANTS IN SENIOR HOUSING OR HOUSING FOR OLDER PERSONS SHALL NOT BE CONSTRUED AS RESTRICTIONS BASED ON FAMILIAL STATUS.

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AMENDED AND RESTATED BYLAWS

OF DESERT VILLAGE INITIATIVE

A Non-Profit Public Benefit Corporation

ARTICLE 1 - OFFICES AND STATEMENT OF PURPOSE

1.1 **Principal Office.** The principal office of the Corporation is located in Palm Desert, California .

1.2 **Change of Address.** The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in the County of Riverside, California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

1.3 **Statement of Purpose.** The specific purpose of this corporation is to provide services that enrich the community, empowering residents to maintain independence and enhance their quality of life.

ARTICLE 2 – MEMBERS

21 **Classification of Members.** The Corporation will have one class of members only and each member has equal voting and other rights . No person may hold more than one membership in the Corporation.

22 **Eligibility for Membership.** Any person, as defined in *Corporations Code* §5065, is eligible to be a member of the Corporation, except that, in the case of a natural person, the person will not be eligible for membership unless over the age of eighteen (18) years.

23 **Qualification of Members.** Any person, eligible for membership under Section 2.2 of these Bylaws, is qualified for membership .

24 **Admission to Membership.** Any person, eligible for membership under Section 2.2 of these Bylaws and qualified for membership under Section 2.3 of these Bylaws, will be admitted to membership only on the approval of the Board of Directors of an application submitted by that person in the form and manner prescribed by the Board of Directors and on the payment of the first annual dues as specified in Section 2 .6 of these Bylaws.

25 **Application Fee.** There is no fee for applying for membership in the Corporation.

26 **Annual Dues.** The annual dues payable to the Corporation by members will be in the amounts determined by resolution of the Board of Directors. Dues are payable for the first year on admission to membership and annually thereafter at the time or times as may be fixed by the Board of Directors . A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except if the member is, by contract, or otherwise, liable for the dues.

27 **Assessments.** Memberships are nonassessable.

28 **Number of Members.** There is no limit on the number of members the Corporation may admit.

29 **Transferability of Membership.** Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

210 **Membership Book.** The Corporation will keep a membership book containing the name, address, and class of each member in written form or in any form capable of being converted into written form. The book must also note if a membership has terminated and the date on which that membership ceased. The book will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in Section 2.11 of these Bylaws.

211 Inspection Rights of Members.

A. **Demand.** Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code §6331 and the authority of the court to limit inspection rights pursuant to Corporations Code §6332, and unless the Corporation provides a reasonable alternative as permitted by Section 2.11.C of these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:

(1) Inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of ten (10) business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

B. **Members Permitted to Exercise Rights of Inspection.** The rights of inspection set forth in Section 2.11.A of these Bylaws may be exercised by the following:

(1) Any member, for a purpose reasonably related to that person's interest as a member; and

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

C. **Alternative Method of Achieving Purpose.** The corporation, within ten (10) business days after receiving a demand pursuant to Section 2.11.A of these Bylaws, may deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose intended in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to

Section 2.11.A of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to effect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.11.A of these Bylaws.

2.12. A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

2.13 Termination of Membership

A. Causes. The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

- (3) The voluntary resignation of a member;
 - (4) When a membership is issued for a period of time, the expiration of that period;
 - (5) The death of a member;
 - (6) The dissolution of corporate members;
 - (7) The nonpayment of dues or assessments, subject to the limitations set forth in Section 2.13.B of these Bylaws; and
 - (8) The termination of all memberships or any class of members on the amendment of these Bylaws permitting the termination, pursuant to *Corporations Code* §5342.
- (9) Conduct Code. Each Member, his/her family members, Renters, Residents, Guests, shall be respectful and courteous with due consideration for others. The use of obscenities, derogatory comments based on race, color, religion, disability, sexual orientation, gender, national origin, or ancestry and/or verbal or physical threats, or attacks, directed toward any volunteer, will not be tolerated. Action by any member which may be dangerous or create a health or safety concern, hostile environment, turmoil, disruption or disturbance among members or volunteers, is not permitted.

All complaints regarding service rendered by any volunteer or abuse by members must be made to the President or Secretary of the corporation for appropriate disposition. The Corporation considers a violation of this Conduct Code to be a serious and reportable matter. Violations by members or the member's family members, and/or employees will subject the responsible member to disciplinary action, including termination of membership, in accordance with the Corporation's Bylaws.

B. Nonpayment of Dues or Assessments. The membership of any member who fails to pay his or her dues or assessments within thirty (30) days of the due date automatically terminates at the end of that thirty (30) day period, provided that the member was given (i) ten (10) days' prior written notice of the termination stating the reasons for termination, and (ii) a timely opportunity to be heard on the matter of the termination. The notice will be given personally to the member or sent by first class mail to the last address

of the member as shown on the records of the Corporation. The opportunity to be heard, at the election of the member, may be oral or in writing and must occur not less than ten (10) days before the effective date of the termination. The hearing shall be conducted at a location within Riverside County, California, as may be designated from time to time by resolution of the Board of Directors. The hearing will be presided over by the Board of Directors of the Corporation who will perform the following duties:

- (1) Read the charges against the subject member.
- (2) Require that the charges be verified by the testimony of the person or persons making them.
- (3) Hear any other witnesses against the subject member.
- (4) Allow the subject member to cross-examine each witness following the testimony of that witness.
- (5) Allow the subject member to make a statement in his or her own behalf.
- (6) Allow the subject member to call witnesses in his or her own behalf.
- (7) Allow the members of the Board of Directors to question the witness after they have been questioned by the subject member.

The Board of Directors will conduct the hearing in good faith and in a fair and reasonable manner. The Board of Directors has exclusive power and authority to decide that the proposed termination not take place.

C. Effect of Termination. Any and all rights of a member in the Corporation and its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

ARTICLE 3 — MEETINGS OF MEMBERS

3.1 **Regular Meetings.** There shall be no meetings of members, regular or special, unless called by the Board of Directors as set forth below.

3.2 **Date, Time and Place.** Meetings of members, if called by the Board of Directors, shall be held on the day, at the time and at a location within the County of Riverside as designated by resolution of the Board of Directors.

3.3 **Notice of Meetings.** Written notice of every meeting of members may be:

- A. personally delivered;

B. mailed by first class mail, postage prepaid, not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting: or

C. Notice of Meetings may be made by sending an electronic message (E-Mail) to the address registered with the Corporation on an application or renewal form .

If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given at the principal office of the corporation. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for this purpose, will execute an affidavit of giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from that person or persons by the Secretary of the Corporation will be sent to the members forthwith and in any event within twenty (20) days after the request was received. Notice of meetings may also be given by electronic transmissions in accordance with Corporations Code §§20 and 5511 (b).

No meeting of members may be adjourned more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

3.4 **Contents of Notice.** This notice will state the place, date and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

3.5 **Conduct of Meetings.**

A. **Chair.** The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person will be Chair of and preside over the meetings of the members.

B. **Secretary of Meeting.** The Secretary of the Corporation will act as the secretary of all meetings of members. However, in the Secretary's absence, the Chair of the meetings of members will appoint another person to act as secretary of the meetings.

C. **Rules of Order.** The Robert's Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws,

ARTICLE IV - DIRECTORS

4.1 **Voting Power.** All voting power for every purpose shall reside in the members of the Board of Directors. Each Director shall have one vote on any matter presented to the Board for a vote. Unless otherwise required by law or these By Laws, all matters shall be decided by majority vote.

4.2 **Number.** The Corporation will have no more than eleven (11) Directors. Collectively, the Directors will be known as the Board of Directors.

4.3 **Qualifications.** With the exception of the initial Directors, the Directors of the Corporation must be members of the Corporation.

4.4 **Term of Office:** Each Director shall serve for a three (3) year term on a staggered basis. In order to implement staggered terms, effective on the first day of the month following adoption of these Amended and restated By-Laws, the terms of the Directors shall be:

A. Three Years: Steven C. Bayard, James Thomson and Charles Holliman.

B. Two Years: John Willacker, Carol Gross, Charna Ravich and Anne Leach.

C. One Year: David Novick, Terence Davis and James Schmiesing.

Thereafter on each anniversary of the initial staggered terms, the Board shall elect members to replace those with expiring terms. Directors with expiring terms shall be eligible for election to a new three term. There shall be no limit on the number of terms that a director may serve.

4.5 **Nomination.** Any person qualified to be a Director under Section 4.2 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

4.5 Election.

A. The Directors will be elected annually by written ballot as authorized by Section 3.11 of these Bylaws.

B. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection, provided they continue to meet the qualifications required by Section 4.2 of these Bylaws without limitation on the number of terms they may serve.

4.6 **Compensation.** The Directors serve without compensation.

4.7 Meetings.

A. **Call of Meetings.** Meetings of the Board may be called by the Chair of the Board or the President or any Vice-President or the Secretary or any two Directors.

B. **Place of Meetings.** All meetings of the Board will be held at the principal office of the Corporation as specified in Section 1.1 of these Bylaws or as changed from time to time as provided in Section 1.2 of these Bylaws.

C. **Regular Meetings.** Regular meetings of the Board shall be held at such time as shall from time to time be fixed by the Board of Directors and communicated to the individual Directors.

Ordinarily, regular meetings shall be conducted at least quarterly; provided, however, that regular meetings can be held as infrequently as every six (6) months if the Board's business does not justify more frequent meetings. Unless the Board of Directors adopts a schedule of regular meetings at the inception of each calendar year, notice of the date, time and place of regular meetings shall be communicated to the

Directors not less than seventy-two (72) hours prior to the meeting; provided, however, that notice need not be given to any Director who signs a written waiver of notice or consent to holding the meeting as more particularly provided in Section 3.4 Section 4.7(F), below. If a schedule of regular meeting dates is adopted for a calendar year and it is subsequently determined that one or more of the meetings need not be held or if there is a need for a change in the scheduled meeting date, all Directors shall receive notice of the cancellation or the changed date for the regular meeting as provided in this section. All notices shall be accompanied by an agenda generally describing those matters that are scheduled for action at the time e notice is given.

D. Special Meetings. Special meetings of the Board may be called by the President or any Vice-President or the Secretary or any two Directors. the President or any Vice-President or the Secretary or any two Directors. Special meetings may be held on four (4) days notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile ilea, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

E. Notice of Board Meetings. If established in advance by the President and communicated to all Directors, no further notice shall be required with respect to regular meetings of the Board. If no schedule of regular meetings is established, and whenever a special meeting is called, the members of the Board shall be given at least five (5) days notice by first class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means. Notice of a meeting need not be given to any Director who signs a written waiver of notice or a written consent to holding the meeting or on an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at commencement of the meeting, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the Corporation records or made a part of the minutes.

F. Waiver of Notice. The transaction of any meeting of the board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is preset and, (ii) either before or after the meeting, each of the Directors not present, individually or collectively, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any Director who attends the meeting without protesting before or at its commencement about lack of notice.

G. Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

H. Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, 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 is the act of the Board provided, however, that any meeting at which a quorum was 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, or such greater number as is required by law , the Articles, or these Bylaws.

I. **Conduct of Meeting.** The President or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors . The Secretary of the Corporation or, in the Secretary's absence , any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

J. **Adjournment.** A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

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

4.9 **Vacancies in the Board.**

A. **Vacancies, Generally.** A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of any Director; and (ii) an increase of the authorized number of Directors.

B. **Resignation of Directors.** Any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective . 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.

C. **Filling of Vacancies.** Except in the case of a vacancy resulting from removal of a director by action of the Board, vacancies on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of Directors then in office is less than a quorum, the vacancy may be filled by (i) the unanimous written consent of the remaining Directors, or (ii) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting or (iii) by the sole remaining director.

D. **Removal of Director for Cause.** The Board of Directors shall have the power and authority to remove a Director and declare his or her office vacant if he or she has (i) conserved under a Conservatorship Court Order; (ii) been convicted of a felony; (iii) has breached any duty under California Corporations Code §§ 5230 through 5237, inclusive (relating to the standards of conduct of Directors) by final Court Order; or (iv) fails to attend three unexcused regular meetings of the Board of Directors which have been duly noticed in accordance with Section 4.7 above.

E. **Removal of Directors Without Cause.** Except as otherwise provided in subparagraph D above, a Director may only be removed from office prior to expiration of his or her term by the affirmative vote of a majority of the Directors.

4.10 **Non-Liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

4.11 Indemnification of Corporate Agents.

A. Any person who was or is a Director, officer, employee or other agent of the Corporation (collectively "Agents") may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the Corporation to the full extent permitted by California Corporations Code §5238.

B. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability 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 such liability under §5238 of the Corporations Code; provided, however that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Agent of the Corporation for a violation of California Corporations Code §5233.

4.12 Nonpaid Directors: Alleged Failure to Discharge Duties; No Monetary Liability.

Except as provided in California Corporations Code §§5233 or 5237, there is no monetary liability on the part of and no cause of action for damages shall arise against , any nonpaid Director, including any nonpaid Director who is also a nonpaid officer of this Corporation based upon any alleged failure to discharge the person's duties as Director or officer if the 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 ;

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.

4.13 Personal Liability of Volunteer Director or Officer for Negligence.

A. Except as provided in subparagraph C below, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer executive committee officer of this Corporation caused by the Director's or executive officer's negligent act or omission in the performance of that person's duties as a Director or executive officer, if all of the following conditions are met:

1. The act or omission was within the scope of the Director's or executive officer's duties ;

2. The act or omission was performed in good faith ;

The act or omission was not reckless, wanton, intentional, or grossly negligent; and

3. Damages caused by the act or omission are covered pursuant to a 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 of the Board of Director and the person had made all reasonable efforts in good faith to obtain available liability insurance.

8. For purposes of this Section 4.13, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by the 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 within the meaning of this section. "Executive Officer" means the president, vice president, secretary or treasurer of a Corporation or such other individual who serves in like capacity who assists in establishing the policy of the Corporation.

C. This section does not eliminate or limit the liability of a Director or officer for any of the following:

1. Any liability with respect to self-dealing transactions as provided in California Corporations Code §5233 or any liability with respect to certain prohibited distributions, loan or guarantees as provided in §5237 of said law; or

2. In any action or proceeding brought by the California Attorney General.

3. Any criminal act or omission.

4.14 **Insurance for Corporate Agents**. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (§5233 of the California Nonprofit Public Benefit Corporation Law) 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 such liability under the provisions of §5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE V - OFFICERS

5.1 **Numbers and Titles.** The officers of the Corporation shall be a President, a Vice President, a Secretary and Treasurer. The Corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as President.

5.2 **Appointment and Resignation.** The officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

5.3 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

5.4 **The President.** The President shall be elected by the Board from among the Directors. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board,

have general supervision, direction and control of the affairs and officers of the Corporation. The President shall also preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of the president of a Corporation.

5.5 **Vice President.** Unless otherwise directed by the President, In the absence or disability of the President, the Vice President shall perform all 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.

5.6 **Secretary.** The Secretary shall keep, at the principal office or such other place as the Board may order, a book of minutes of all meetings of Directors, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice given, the names of those present at Directors' meetings and the proceedings. The Secretary shall keep, or cause to be kept, appropriate current records showing the names and mailing addresses of all Directors of the Corporation. He or she shall give notice of all meetings of the Board required by the Bylaws or by law.

5.7 **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business 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 and records shall, at all times, be open to inspection by any Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board. The Treasurer shall render to the President and Directors, whenever they request it, an account of all of his or her transacts as Treasurer and of the financial condition of the Corporation and shall render such account at least annually. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office.

ARTICLE VI - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

6.1 **Specific Powers.** Without prejudice to the general powers of the Board of Directors, the directors shall have all the powers listed below, including but not limited to all the following:

- A. Exercise all powers vested in the Board under the laws of the State of California.
- B. Appoint and remove all officers of the Corporation, and other Corporation employees; prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws; and fix employee compensation.
- C. Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.
- D. Adopt and establish rules and regulations governing the affairs and activities of the Corporation.
- E. Enforce all applicable provisions of these Bylaws.

F. Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.

G. Pay all taxes and charges incurred by or levied against the Corporation.

H. Delegate its duties and powers hereunder to the officers of the Corporation or to committees established by the Board, subject to the limitations expressed in Section 7.1.

I. Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles.

J. Appoint such committees as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with Article VI hereof.

K. Fill vacancies on the Board of Directors or in any committee.

L. Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.

M. Bring and defend actions on behalf of the Corporation so long as the action is pertinent to the operations of the Corporation.

6.2 Limitation on Powers.

A. **Self-Dealing Transactions.** Notwithstanding the powers conferred on the Board pursuant to Sections 6.1 above, this Corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in California Corporations Code §5233 unless the transaction has been approved by one of the means specified in §5233(d).

B. **Transactions between Corporations having Common Directorships.** Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified, this Corporation shall not enter into a contract or transaction with any other Corporation, association or entity in which one or more of the Corporation's Directors are Directors unless the material facts as to the transaction and the Director's common directorship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common Director(s).

C. **Loans to Directors or Officers.** This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the Director's or officer's duties.

D. **Standards for Investment.** The Investment Policy of this Corporation is defined in the Policies & Procedures Manual. Except as provided in California Corporation Code §5240© and 5241, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Corporation's investments, the Board shall:

1. Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital; and

2. Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws, any resolutions duly adopted by the Board, or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Corporation.

6.3 Dedication and Dissolution.

A. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any Director, officer, or member thereof, or the benefit of any private persons.

B. On the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed to, in the following order of priority, the following:

1. A nonprofit public benefit Corporation which has as its principal mission or purpose a mission that is similar to that of this Corporation and which has established and retained its tax-exempt status under Internal Revenue Code §501(c)(3); or

2. A nonprofit fund, foundation, or Corporation which is organized and operated exclusively for charitable purposes and which has established and retained its tax-exempt status under Internal Revenue Code §501(c)(3).

C. If this Corporation holds any assets in trust, or the Corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the Corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

6.4 Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of the Corporation.

ARTICLE VII - COMMITTEES

7.1 Committees of Directors. The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees to serve at the pleasure of the Board. A committee comprised solely of directors may exercise all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board Resolution, may:

A. Take any final action on any matter which, under the Nonprofit Corporation Law of California, also requires approval of the Board of Directors.

B. Fill vacancies on the Board of Directors or on any committee which has been delegated any authority of the Board.

C. Amend or repeal Bylaws or adopt new Bylaws.

D. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.

E. Appoint any other committees of the Board of Directors or the members of those committees.

F. Expend Corporation funds to support a nominee for Director after there are more people nominated for Director than can be elected .

G . Approve any self-dealing transaction unless authorized by California Corporation Code §5233(d)(3) .

7.2 **2 Other Committees.** The Board may establish other committees as it deems appropriate. Such committees may include persons who are not directors ; provided , however, that any committee which includes non-Directors may not exercise any powers of the Board, but shall serve as an advisory committee to the Board.

7.3 **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 V of these Bylaws, concerning meetings of Directors , 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 for 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. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee . Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

AR TICLE VIII . CORPORATE RECORDS

8.1 **Maintenance of Corporate Records.** The Corporation shall keep, at its principal office, or other designated location, in the State of California:

A. Minutes of all meetings of Directors , committees of the Board and, if this corporation has members, all of the meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

B. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

C. A record of its Directors, indicating their names and addresses and the termination date of any directorship; and

D. A copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Directors and members. if any, of the Corporation at all reasonable times during office hours.

8.2 **Corporate Seal.** The Board of Directors may adopt, use and, at will, alter a corporate seal. Such seal shall be kept at the principal office or other designated location of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

8.3 **Inspection of Books and Records.** In accordance with §6334 of the California Corporations Code , every Director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Corporation and the physical properties owned by the Corporation. The right of inspection by a Director includes the right to make extracts and copies of documents.

8.4 **Annual Statement of General Information.** As and when required by California Corporations Code §6210, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form , a statement setting forth the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence address of the President, Secretary and Treasurer, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, and/or to an office of a federal agency, and/or to the members , if any, of this Corporation, and to be so prepared and delivered within the time limits set by law .

ARTICLE IX - AMENDMENTS

These Bylaws may be amended by the vote or written consent of an affirmative vote of at least seven of nine (7 of 9) of the Directors. Notwithstanding any contrary provision in this Section, the percentage of the voting power necessary to amend a specific clause or provision of these Bylaws shall not be less than the percentage of affirmative votes prescribed for action to be taken under that specific clause or provision. An addition or amendment to this document shall not be considered material if it is for the purpose of correcting technical errors , or for clarification only. Notwithstanding the above, if the Bylaws include a reference to a Corporations Code section that has been renumbered by the Legislature, then the Board of Directors may adopt a Board resolution to amend the Bylaws to correct the technical statutory cross reference within the Corporation's Bylaws and, thereafter, distribute a corrected Bylaws to the membership.

CERTIFICATION

We, the undersigned, do hereby certify:

That we are the duly elected officers of Desert Village Initiative, a California non-profit public benefit corporation.

That the foregoing Bylaws constitute the Bylaws of the Corporation, as unanimously adopted by the vote or written consent of all the Directors eligible to vote.

IN WITNESS WHEREOF, we have subscribed our names on the date hereunder written.

Dated: _____

President

Dated: _____

Secretary