

BYLAWS

OF

VENTURA COUNTY FAMILY JUSTICE CENTER FOUNDATION, INC.
(a California nonprofit public benefit corporation)

ARTICLE I

Organization

Section 1 Name

The name of this corporation is the Ventura County Family Justice Center Foundation, Inc. (VCFJCF).

Section 2 Purposes

To further the general purposes set forth in Article Four of the Articles of Incorporation, the specific purposes for which this corporation is formed are:

- A. To advocate for a future free of all forms of interpersonal violence in Ventura County by supporting the co-location and integration of governmental agencies and community-based organizations. These organizations will work collaboratively and cooperatively in a facility or facilities known as the Ventura County Family Justice Center to ensure the safety, healing, and self-empowerment of vulnerable victims of crime and their non-offending family members by:
- Breaking the cycle of violence;
 - Providing long-term support for victims and their children to heal from trauma;
 - Holding offenders accountable;
 - Acting as a catalyst to create a community and culture that is free from violence; and
 - Empowering survivors of crimes and their children.
- B. To provide financial support for programs at the Ventura County Family Justice Center that are initiated and supervised by the Ventura County District Attorney's Office (VCDAO). The Foundation will provide financial support through activities including, but not limited to:
1. Soliciting contributions and raising funds for the support of the Ventura County Family Justice Center;
 2. Acquiring property by gift, devise, bequest, purchase, or otherwise for the benefit of the Ventura County Family Justice Center; and
 3. Holding property, making investments, and applying income or making property available to the VCDAO.
- C. To enhance the image and visibility of the Ventura County Family Justice Center, generate support for its endeavors and its partnering agencies and improve the provision of services to victims of crime in the communities which it serves, through the following activities, among others:

1. Creating and maintaining community awareness of the Ventura County Family Justice Center;
2. Supporting the endeavors and projects of the Ventura County Family Justice Center;
3. Educating the public regarding the importance and activities of the Ventura County Family Justice Center;
4. Conducting such public forums and other educational activities as The Ventura County Family Justice Center Foundation shall, from time to time, deem appropriate.

D. To have and exercise all rights and powers granted to nonprofit corporations by law.

Section 3 Organization

A. Limitation on Corporate Activities. VCFJCF is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (Code). VCFJCF shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of Corporation, and VCFJCF shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (2) a corporation, contributions to which are deductible under section 170(c)(2) of the Code. No substantial part of the activities of VCFJCF shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, and VCFJCF shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. Dedication of Assets. The property of this Corporation is irrevocably dedicated to charitable purposes meeting the requirements for exemption under Section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or officer or to the benefit of any private persons. Upon dissolution of this Corporation, all of its properties and assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes, within the requirements of Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Internal Revenue Code Section 501 (c)(3). The Board of Directors, to the extent reasonable and feasible, shall seek to distribute such properties and assets to an organization or organizations carrying on the functions and purposes, as closely as practicable, to those of this Corporation.

Section 4 Principal Office

The principal office of VCFJCF shall be in the County of Ventura. The Board of Directors (Board) is hereby granted full power and authority to designate a principal place of business by Board resolution and to change the principal office from one location to another in the County of Ventura. Other business offices may at any time be established by the Board at any place or places where VCFJCF is qualified to do business.

ARTICLE II

Members

This corporation shall have no members. All rights given to members by law shall be exercised by the Board.

ARTICLE III

Board of Directors

Section 1 Powers

Subject to the provisions of the Articles of Incorporation (the "Articles"), these Bylaws, and the California Nonprofit Public Benefit Corporation Law, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- A. To select and remove all the officers, agents, and employees of the Corporation, prescribe the powers and duties for them as may not be inconsistent with law or with the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.
- B. To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefore not inconsistent with law or with the Articles or these Bylaws, as they may deem best.
- C. Adopt, make and use a corporate seal; and alter the form of the seal;
- D. 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.
- E. to the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

Section 2 Number of Directors

The number of Directors shall be no more than twenty-five (25) and no less than three (3), the number to be set from time to time by resolution of the Board. Any authorized but unfilled Director positions shall be considered vacant positions.

Section 3 Election of Directors

Directors shall be elected at the annual meeting, or from time to time fill vacancies or fill open seats, and any such vacancies or open seats shall be filled by a vote of a majority of Directors then in office, subject to the advice and consent of the Ventura County District Attorney. No Director shall receive compensation for serving as a member of the Board of Directors.

Section 4 Term of Office

The term of office of each Director and of each authorized but unfilled Director position, shall be three (3) years.

The election of Directors shall be staggered so that at all times there remain one (1) Director on the Board that held the position the prior year.

No director may serve more than two (2) consecutive terms without taking one (1) year off from the Board after the second consecutive term, unless waived by the Board. In the event of a vacancy on the Board prior to the expiration of the three-year term, a director elected to fill the vacancy at an annual or special meeting of the Board shall hold office until the expiration of the term for which the election was necessary to fill a vacancy.

New Directors shall assume office immediately following their election. A Director who is elected to fill a vacancy shall assume office immediately and shall serve for the unexpired term of the Director being replaced or the previously vacant position being filled.

Section 5 Removal from Office

Any member of the Board may be removed from office by the affirmative vote of a majority of the Directors of VCFJCF or by the Ventura County District Attorney via written notice to the Chair of the Board, the Executive Committee or the Secretary. Any member of the Board shall be deemed removed from office if such Director has been declared of unsound mind by order of court or convicted of a felony. Any member of the Board missing three (3) consecutive Board meetings during a calendar year, without just cause, will be deemed inactive and may be removed from office.

Section 6 Vacancies

A vacancy in the Board shall be deemed to exist in the case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased, or if an authorized Director position has not been filled. Vacancies shall be filled by recommendation of the Board after review of the list of candidates submitted by the Nominating Committee and subject to rejection via written notice to the Chair of the Board, the Executive Committee or the Secretary by the Ventura County District Attorney. Any Director may resign effective upon giving written notice to the Chair of the Board, the Executive Committee or the Secretary. The written notice may specify a later time for the effectiveness of such resignation.

Section 7 Relationship of County of Ventura

No Director of VCFJCF shall be appointed or elected by the County of Ventura, and no officer of the County of Ventura shall, in his or her official capacity, serve as a Director of VCFJCF.

Section 8 Honorary Board Members

The designation "Honorary Board Member" shall be awarded to any past Board member or prominent citizen who has contributed significantly to VCFJCF's successes or who has shown extraordinary dedication to its mission. Honorary Board Members shall be chosen by act of the Board upon recommendation by at least one current Board member in good standing. The position of Honorary Board Member is ceremonial/commemorative, and has no voting or other authoritative powers or corporation responsibilities. Honorary Board Members will be recognized on VCFJCF letterhead, reports and other appropriate documents where Board members are commonly listed.

ARTICLE IV

Advisory Committee

Section 1 Board

VCFJCF shall have an Advisory Committee comprised of persons who have knowledge and expertise that may be valuable to VCFJCF in the conduct of its charitable efforts. The primary purpose of the Advisory Committee is to advise the Directors as to the wants and needs of the VCDAO with respect to the Ventura County Family Justice Center.

Section 2 Composition:

The Advisory Committee is comprised of the Ventura County District Attorney, Chief Assistant District Attorney, Chief Deputy District Attorney, Director of District Attorney Fiscal/Admin and such other members as the District Attorney shall appoint, but no more than eleven (11) total members.

ARTICLE V

Meetings of the Board of Directors

Section 1 Place of Meeting

The annual meeting, regular meetings and special meetings of the Board shall be held at any place 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, such meetings shall be held at the principal office of VCFJCF.

Section 2 Annual Meeting

The annual meeting of the Board shall be held in April or May of each year, on a date determined by the Board. The purpose of the annual meeting shall be to elect

Directors and officers of VCFJCF and to conduct other proper business. Written notice of the annual meeting shall be given no less than thirty (30) days prior to the meeting in a fashion consistent with Section 11 of this Article V.

Section 3 Regular Meetings

The Board shall meet at least three (3) times per fiscal year, at the principal office of VCFJCF, or any other place within or without the State of California which has been designated by the Board. Written notice of regular meetings shall be given at least (30) days prior to such meetings, in a fashion consistent with Section 11 of this Article V.

Section 4 Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, the Executive Committee, the Secretary, or by one-third (1/3) of the Directors then in office. Special meetings of the Board shall be held upon four (4) days mailed notice or forty-eight (48) hours' notice given in person, by telephone, or by electronic transmission. Any such notice shall be given in a manner consistent with Section 11 of this Article V.

Section 5 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 shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Directors.

Section 6 Action at a Meeting: Quorum and Required Vote

Presence of one-third (1/3) of the current authorized number of Directors at a meeting of the Board constitutes a quorum for the transaction of business, except that at least two (2) Directors must be present in any event to constitute a quorum. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment as set forth in Section 10. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting. 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, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by law, by the Articles of Incorporation, or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by at least a majority of the required quorum for that meeting. Each Director present at a meeting shall have one vote. No Director may vote by proxy.

Section 7 Validity of a Defectively Called or Noticed Meeting

The transactions of any meeting of the Board, however called and noticed, shall be as valid as though had 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 him or her, signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers,

consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8 Adjournment

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn the meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 9 Fees and Compensation

Directors shall not receive any salary for their services as Directors; provided, however, that Directors may be reimbursed for any expenses actually incurred in connection with the performance of their duties as Directors.

Section 10 Participation in Meetings by Electronic Means

Directors may participate in a meeting through use of conference telephone, electronic video screen or similar communications equipment, so long as all persons participating in such meeting can hear one another, and all Directors participating by electronic means can fully participate in all matters before the Board. All Directors participating by electronic means shall be deemed to be present in person at the meeting.

Section 11 Notices of Meetings

- A. Notice of each annual, regular or special meeting of the Board shall be consistent with the time frames set forth in Sections 2, 3 and 4 of this Article V. Written notice, where applicable, shall be given to each Director in person or at his or her last known address shown on VCFJCF's records. At least four (4) days before the meeting, except those called on twenty-four (24) hours' notice, an agenda describing the general nature of the business to be transacted, and available information relevant to such business, shall be sent to the Directors. Nevertheless, subject to the provisions of applicable law, any matter may be presented for action at a meeting.
- B. Mailed notice shall be deemed to have been given at the time a notice is deposited in the United States mail, first-class, postage prepaid. Other forms of notice are deemed to have been given at the time notice is transmitted to the recipient.
- C. For those meetings called on forty-eight (48) hours' notice, an agenda with date, place, and time of meeting along with relevant documents must be provided to each Director as soon as possible.
- D. Where telephonic notice is given for special meetings, such notice shall be deemed to have been given at the time it is communicated 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.

ARTICLE VI

Officers

Section 1 Officers

The officers of VCFJCF shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as Chair of the Board. The removal or resignation of a Director who is an officer of VCFJCF shall be deemed a resignation by such person from all offices held.

Section 2 Election

The officers of VCFJCF, other than those appointed in accordance with the provisions of Section 3 of this Article, shall be chosen by the Board from among its members, subject to the advice and consent of the Ventura County District Attorney, and each shall hold office for a term of one (1) year or until disqualified to serve, or until a successor shall be elected and qualified. At any regular or special meeting of the Board, the Board subject to the advice and consent of the Ventura County District Attorney, may fill a vacancy in any office caused by the death, resignation, removal or disqualification of any officer or by any other cause. The officers of VCFJCF shall assume office immediately following their election. An officer elected to fill a vacancy shall assume office immediately and shall serve for the unexpired term of the officer being replaced, in accordance with the Bylaws.

Section 3 Subordinate Officers

- A. The Board shall elect a Chief Executive Officer (CEO) who shall not be a member of the Board, subject to the advice and consent of the Ventura County District Attorney. The CEO shall report to and serve at the pleasure of the Board of Directors. The CEO shall have general supervision, direction and control of the business and affairs of VCFJCF subject to the policies of the Board. The CEO shall have the necessary authority and responsibility to operate VCFJCF and all of its activities and departments on a day-to-day basis, subject only to the direction of the Board of Directors and to such policies as may be issued by the Board or any of its committees to which it has delegated powers for such action.
- B. The Board may authorize and elect such other officers as the business of VCFJCF may require. Each subordinate officer shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may determine, and whose appointment is subject to the advice and consent of the Ventura County District Attorney.

Section 4 Removal and Resignation

Any officer may be removed, either with or without cause, by the Board, at any regular or special meeting thereof. Any officer may resign at any time by giving written notice to the Chair of the Board, the Executive Committee, or the Secretary of VCFJCF. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Ventura County District Attorney may remove an officer by providing written notice to the Board.

Section 5 Chair

The Chair of the Board shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be assigned to him or her by the Board or prescribed by the Bylaws. A Director may serve as Chair for not more than two consecutive years, though this limitation may be waived by a majority vote of the Board.

Section 6 Vice-Chair

In the absence or disability of the Chair of the Board, the Vice-Chair shall perform all of the duties of the Chair, and when so acting shall have all the powers of, and be subject to all of the restrictions upon the Chair. The Vice-Chair shall automatically become Chair upon the expiration of the duly-elected term of his or her predecessor.

Section 7 Secretary

The Secretary, with the assistance of the CEO, shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office or such other place as the Board may order, a Book of Minutes of actions taken at all meetings of the Board, with the time and place of the meeting, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at all meetings of the Board. The Secretary shall give, or cause to be given, notice of all the meetings of the Board required by the Bylaws or by law to be given, shall keep the seal (if any) of VCFJCF in safe custody, and shall have such other powers to perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 8 Treasurer

The Treasurer, with the assistance of the CEO, shall act as treasurer of VCFJCF and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of properties and business transactions of VCFJCF, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall submit a statement of accounts at each regular meeting of the Board and shall make such reports as the Board may require, and shall make an annual report to the Board on all monies and other valuables in the name and to the credit of VCFJCF with such depositories as may be designated by the Board. The Treasurer shall disburse funds of VCFJCF as may be ordered by the Board, shall render to the Board and the Chair of the Executive Committee, whenever they request, an account of all transactions and of the financial condition of VCFJCF, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII

Committees

Section 1 Committees

Except as limited by Section 11 of this Article, the Board may create standing or special committees for any purposes and delegate to such committees any of the powers and authorities of the Board. Such committees shall have the power to act only

in intervals between meetings of the Board and shall at all times be subject to the control of the Board. Except as otherwise provided in these Bylaws, the chair and members of each standing and special committee shall be selected by the Chair of the Board, with the approval of the Board and with the advice and consent of the VCDAO, and may be removed by majority vote of the Directors then in office or upon written notice to the Board by the Ventura County District Attorney.

Section 2 Limitation on Delegation

In accordance with the California Corporations Code, the Board may not delegate to any committee the following powers:

- A. The filling of vacancies on the Board or in any committee which has the authority of the Board.
- 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 which by its express terms is not so amendable or repealable.
- E. The appointment of committees of the Board or the members thereof.
- F. The approval of any self-dealing transaction except as provided by law.

Section 3 Term Of Office

The chair and each member of each standing committee shall serve until the next annual election of members of the Board and until his or her successor is appointed, or until such committee is sooner terminated, or until such person is removed, resigns, or otherwise ceases to qualify as a chair or member of the committee. Chairs and members of special committees shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as a chair or member of such committee.

Section 4 Executive Committee

There shall be an Executive Committee consisting of the following persons, so long as and to the extent that such persons are also members of the Board. Such persons shall be the Chair of the Board, the Vice-Chair, the Secretary, the Treasurer, the Chair of the Nominating Committee, and the Chair of the Allocations and Priorities Committee. Except as otherwise stated in these Bylaws, the Executive Committee shall have all the power and authority to act for VCFJCF permitted by California law. The Executive Committee, however, shall have power to act only in intervals between meetings of the Board.

Section 5 Nominating Committee

There shall be a Nominating Committee consisting of not less than three (3), nor more than nine (9) members. The Nominating Committee shall be charged with proposing nominees for election to the Board at the annual meeting of the Board, or from time to time to fill vacancies and open seats. The Committee, after obtaining the advice and consent of the Ventura County District Attorney, shall recommend to the Board the

number of Directors to serve on the Board for the ensuing year; recommend members of the community to fill vacancies on the Board; and maintain a current list of community members who are qualified and willing to so serve as Directors. The Board shall not be bound to accept the recommendations so made, and Directors may nominate additional candidates to fill Board positions with the advice and consent of the Ventura County District Attorney.

In preparing its recommendation the Nominating Committee shall also consider:

- A. The potential nominee's commitment and support for the mission and goals of the VCDAO and the Ventura County Family Justice Center; and
- B. The willingness of the potential nominee to provide leadership and time to generate financial support for VCFJCF.

Thirty to sixty days before the annual meeting of the Board, the Chair of the Nominating Committee shall call the members of the Nominating Committee to a special meeting. Their charge shall be to propose nominees to serve as Board members to be elected at the annual meeting of the Board. The Nominating Committee shall also meet from time to time, as called by the Chair of the Committee to discuss candidates for vacant or open Board seats.

Section 6 Allocations, Gifts and Priorities Committee

There shall be an Allocations, Gifts and Priorities Committee consisting of not less than five (5), nor more than nine (9) members. A majority of the members must be Directors. The Committee shall periodically meet and confer with representatives of Advisory Committee to ascertain the projects viewed as priorities and make recommendations to Board of Directors regarding what if any gifts or donations to VCFJCF pose a conflict of interest or are otherwise inappropriate and should be returned to the donor. The Allocations, Gifts and Priorities Committee shall report to the Board and recommend projects to support.

Section 7 Compensation Committee

The Board may appoint a Compensation Committee, to be comprised entirely of Directors, and delegate the following duties to the committee:

- A. to meet periodically in private session outside the presence of any senior executive officer;
- B. to develop a recommendation to the Board for the compensation and benefit arrangements
- C. to be provided to the senior executive management;
- D. to engage outside independent compensation and legal advisors, when deemed necessary and advisable by the Compensation Committee;
- E. to take any other actions necessary to comply with the "Rebuttable Presumption of Reasonableness" standard for executive compensation under Section 4958 of the Internal Revenue Code of 1986, as amended, and the "Just and Reasonable" standard for executive compensation under the California Nonprofit Integrity Act; and
- F. to annually prepare for the Board, a review of the CEO's performance.

Section 8 Audit Committee

As mandated by the California Nonprofit Integrity Act of 2004 (CNI), there shall be an Audit Committee consisting of at least one member. VCFJCF staff, the Treasurer, and the CEO may not be members. This committee will recommend to the Board:

- A. the adoption of a regular schedule of independent audits of the financial statements of the VCFJCF; and
- B. the hiring and/or firing of VCFJCF's independent auditor. When independent audits are performed, the committee will confer with the auditor to satisfy committee members that the financial affairs of the VCFJCF are in order, will review the audit prior to acceptance, and will recommend to the Board appropriate action on the audit. The Audit Committee will meet at least semi-annually and act as needed to fully comply with the CNI.

Section 9 Vacancies

Vacancies on any committee may be filled by appointment by the Chair.

Section 10 Meetings-Quorum

Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chair, by the Executive Committee or by the Board. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, the chair of the committee designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board.

Section 11 Expenditures

Any expenditure of corporation funds by a committee shall require prior approval by the Chair of the Board, by the Executive Committee or by the Board.

ARTICLE VIII

Indemnification and Insurance

To the full extent permitted by law and in the manner provided by law, VCFJCF may indemnify against liability and hold harmless any person who was or is a party to or is threatened to be a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative or investigative, by reason of the fact that such person is or was a Director, officer, employee or agent of VCFJCF when serving in an official capacity on behalf of VCFJCF, or is or was serving at the request of VCFJCF as a member, director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust, or other enterprise. The foregoing rights of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent of VCFJCF and shall inure to the benefit of the estate, executors, administrators, heirs, legatees or devisees of any such person.

VCFJCF may pay expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in this Article in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case and as permitted by law.

VCFJCF may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of VCFJCF when serving in an official capacity on behalf of VCFJCF, or is or was serving at the request of VCFJCF as a member, director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, whether or not VCFJCF would be required or would have the power to indemnify such person against such liability under this Article or otherwise.

ARTICLE IX

Miscellaneous

Section 1 Inspection of Articles and Bylaws

VCFJCF shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by any Director at all reasonable times during office hours.

Section 2 Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to VCFJCF shall be signed or endorsed by such person or persons and in such manner as shall be determined by a resolution of the Board.

Section 3 Records

VCFJCF shall keep adequate and correct books and records of accounts and shall keep minutes of the proceedings of the Board and the committees, if any, of the Board. Such minutes shall be in written form. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form. VCFJCF shall conduct an independent, certified audit annually. Copies of the audit will be given to the VCFJCF Board of Directors. VCFJCF will distribute the audit to members of the community who request it.

Section 4 Rules of Order

Meetings of the Board and VCFJCF's committees shall be conducted in a businesslike and fair manner, but shall not be limited to following any technical, formal, or parliamentary rules or principles of procedure.

ARTICLE X

Fiscal Year

The fiscal or business year of VCFJCF shall begin on the first day of January and shall end on the last day of December of each year.

ARTICLE XI

Amendements

Section 1 Amendment by Directors

New bylaws may be adopted, or these Bylaws may be amended or repealed, by a majority vote of the Directors then in office.

Section 2 Record of Amendments

Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of VCFJCF.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of VENTURA COUNTY FAMILY JUSTICE CENTER FOUNDATION, a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising eleven (11) Articles, constitute the Bylaws of said corporation as duly adopted by the Board of Directors by unanimous consent on February 5, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 6th day of March, 2018.



SECRETARY