

SECOND AMENDMENT TO AND RESTATEMENT OF BYLAWS

OF

THE LEGAL AID SOCIETY OF SAN MATEO COUNTY

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**SECOND AMENDMENT TO AND RESTATEMENT OF BYLAWS
OF
THE LEGAL AID SOCIETY OF SAN MATEO COUNTY**

**(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION WITHOUT
MEMBERS)**

**ARTICLE I
OFFICES**

Section 1. Principal Office. The principal office of the corporation shall be located at such place as the Board of Directors may from time to time authorize. If the principal office is located outside the State of California, and the corporation has one or more offices in the State of California, the Board of Directors shall fix and designate a principal office in the State of California.

Section 2. Other Offices. Additional offices of the corporation shall be located at such place or places, within or outside the State of California, as the Board of Directors may from time to time authorize.

**ARTICLE II
CORPORATE SEAL**

Section 3. Corporate Seal. If the Board of Directors adopts a corporate seal such seal shall have inscribed thereon the name of the corporation and the state and date of its incorporation. If and when a seal is adopted by the Board of Directors, such seal may be engraved, lithographed, printed, stamped, impressed upon or affixed to any contract, conveyance or other instrument executed by the corporation.

[Section 5140(a)]

**ARTICLE III
MEMBERS**

Section 4. Members. This corporation shall have no members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights that would otherwise vest in the members shall vest in the directors.

[Section 5310]

Section 5. Associates. Nothing in this Article III shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a "member" within the meaning of Section 5056 of the California Corporations Code. The corporation may confer by amendment of its Articles of Incorporation or of these bylaws some or all of the rights of a member to any person or persons who do not have the right to vote for the election of directors, or on a disposition of substantially all of the assets of the corporation, or on a merger or on a dissolution, or on changes to the corporation's Articles of Incorporation or these bylaws, but no such person shall be a member within the meaning of Section 5056 of the California Corporations Code.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 6. Powers. Subject to the provisions of the California Nonprofit Corporation Law, any limitations in the Articles of Incorporation and these bylaws, the activities 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. The Board of Directors may delegate the management of the activities of the corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers in addition to the other powers enumerated in these bylaws:

- (a) To select and remove all the other officers, agents, and employees of the corporation; prescribe powers and duties for them that are consistent with law, the Articles of Incorporation, or these bylaws; fix their compensation, if any; and require from them security for faithful service.
- (b) To change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.
- (c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

[Section 5210]

Section 7. Number and Qualification of Directors. The authorized number of directors of the corporation shall be twenty-one (21) until changed by a duly adopted amendment to these bylaws or by an amendment of the Articles of Incorporation. To the extent reasonably practicable, the corporation shall seek, but shall not be required, to include on its Board of Directors at least eleven (11) directors who are active members of the California State Bar, four (4) directors who are not practicing attorneys, and three (3) directors who are persons who are or have been eligible to receive legal assistance from the corporation, and to include women and minorities reasonably reflective of the population of San Mateo County. Directors shall be supportive of, and have an interest in and knowledge of, the delivery of high-quality legal services to the poor.
[Sections 5034, 5151, 5222 and 5513]

Section 8. Interested Persons. At no time shall more than forty-nine percent (49%) of the directors of the corporation be "interested persons" as defined in Section 5227 of the California Corporations Code. However, any violation of the provisions of this Section 8 shall not affect the validity or enforceability of any transaction entered into by the corporation. As presently in effect, Section 5227 of the California Corporations Code defines an "interested person" as:

- (a) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as a director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

[Section 5227]

Section 9. Election Of Directors, Term. All directors of the corporation shall be elected annually by the Board of Directors and shall hold office until their respective successors are elected and have qualified, or until their death, resignation or removal.

[Section 5220]

Section 10. Resignations. Any director of the corporation may resign effective upon giving written notice to the President, 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 specifies effectiveness at a future time, a successor may be designated pursuant to Section 12 of this Article to take office on the date the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California no director may resign if such resignation would leave the corporation without a duly elected director or directors in charge of its affairs.

[Section 5526]

Section 11. Removal. Any director may be removed from office, with or without cause, by the vote of a majority of the other directors then in office. If a director fails to attend three meetings during a calendar year, without reasonable excuse, such director may be removed from office by a majority of the directors.

[Sections 5221 and 5222]

Section 12. Vacancies. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or upon increase in the authorized number of directors or if, for whatever reason, there are fewer directors on the Board of Directors than the full number authorized. Vacancies in the Board of Directors may be filled by a majority of the directors present at a meeting at which a quorum is present, or if the number of directors then in office is less than a quorum, (a) by the unanimous written consent of the directors then in office, (b) by the vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice in compliance with these bylaws, or (c) by a sole remaining director.

As set forth in Section 5221(a) of the California Corporations Code, the Board of Directors may declare 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 found by a final order or judgment of any court to have breached any duty arising under Article 3 "Standards of Conduct" (commencing with Section 5230) of Chapter 2 of the California Nonprofit Public Benefit Corporation Law (Part 2 of Division 2 of Title 1 of the California Corporations Code).
[Sections 5075, 5220 and 5224]

Section 13. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, places and dates as fixed by the Board of Directors; provided, however, that if the date for such a meeting falls on a legal holiday, then the meeting shall be held at the same time on the next succeeding full business day. Regular meetings of the Board of Directors held pursuant to this Section 13 may be held without notice.
[Sections 5151(c)(2) and 5211]

Section 14. Annual Meetings. The Board of Directors shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the Board of Directors shall be held upon notice as required for special meetings during the fourth calendar quarter of the year on a date and at a time and place as specified by special notice.
[Sections 5510(b) and 7510(b)]

Section 15. Participation by Telephone or Other Telecommunications Equipment. Any board meeting may be held by conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (as defined in Sections 20 and 21 of the California Corporations Code). Participation in a meeting under this Section shall constitute presence in person at the meeting so long as all members participating in the meeting are able to hear one another, or in the case of electronic transmission by and to the corporation (other than conference telephone and electronic video screen communication), as long as both of the following apply:

- (a) Each member participating in the meeting can communicate with all other members concurrently; and
- (b) Each member is provided the means of participating in all matters before the Board of Directors, including without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

[Sections 5211(a)(6)]

Section 16. Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President, the Secretary, the Vice President, or any two directors of the corporation.
[Section 5211(a)(1)]

Section 17. Notice of Meetings. Notice of the date, time and place of all meetings of the Board of Directors, other than regular meetings held pursuant to Section 13 hereinabove, shall be delivered personally, orally or in writing, or by telephone, telegraph, facsimile, or electronic

transmission by and to the corporation, as defined in Sections 20 and 21 of the California Corporations Code, to each director, at least forty-eight (48) hours before the meeting, or sent in writing to each director by first-class mail, charges prepaid, at least four days before the meeting. Such notice may be given by the Secretary of the corporation, or by the person or persons who called the meeting. Such notice need not specify the purpose of the meeting.

Any such notice shall be addressed or delivered to each director at the director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

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

[Section 5211(a)]

Section 18. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

[Section 5211(a)]

Section 19. Place of Meetings. Meetings of the Board of Directors may be held at any place within or outside the state which has been designated in the notice of the meeting, or if not stated in the notice or if there is no notice, designated by resolution of the Board of Directors, or if not so designated or stated, at the principal office of the corporation.

[5211(a)(5)]

Section 20. Action by Written Consent Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. For purposes of this Section only, "all members of the Board of Directors" does not include any "interested directors" as defined in Section 5233 of the California Corporations Code.

[Section 5211(b)]

Section 21. Quorum and Transaction of Business. The presence of a majority of incumbent directors shall constitute a quorum for the transaction of business. 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 the act of the Board of Directors, unless the law, the Articles of Incorporation or these bylaws specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of directors, if any action taken is approved by at least a majority of the number of directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting, as provided in Section 22 of these bylaws.
[Section 5211(a)(4), (7) and (8)]

Section 22. Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.
[Section 5211(a)(4)]

Section 23. Organization. The President shall preside at every meeting of the Board of Directors, if present. If the President is not present, the Vice President shall preside, or if the Vice President is also not present, a director chosen by a majority of the directors present shall preside at the meeting of the Board of Directors. The Secretary of the corporation, or in the absence of the Secretary, any person appointed by the President shall act as secretary of the meeting.

Section 24. Compensation. Directors and members of committees shall serve without compensation. Directors and members of committees may receive such reimbursement for expenses, as may be fixed or determined by the Board of Directors.
[Sections 5212(a)(3) and 5235]

Section 25. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, create one or more committees, each consisting of at least two directors, to serve at the pleasure of the Board of Directors. Non-directors may serve on one or more committees so long as they are not authorized to vote. Appointments to such committees shall be by a majority vote of the directors then in office. The Board of Directors may appoint one or more alternate members of any committee to replace any absent member at any meeting of such committee. Any such committee shall have authority to act in the manner and to the extent provided in the resolution of the Board of Directors, and may have all the authority of the Board of Directors in the management of the activities and affairs of the corporation, except with respect to:

- (a) The approval of any action for which, if the corporation had members, approval of the members or approval of a majority of all members would be required by the California Corporations Code;
- (b) The filling of vacancies on the Board of Directors or any committee which has the authority of the Board of Directors;

- (c) The fixing of compensation of directors for serving on the Board of Directors or any of its committees;
- (d) The amendment or repeal of these bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board of Directors or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of California Corporations Code.

The foregoing provisions of this Section 25 shall not apply to any committee which is not authorized to exercise the authority of the Board of Directors.

Any committee may from time to time provide by resolution for regular meetings at specified times and places. If the date of such a meeting falls on a legal holiday, then the meeting shall be held at the same time on the next succeeding full business day. No notice of such a meeting need be given. Such regular meetings need not be held if the committee shall so determine at any time before or after the time when such meeting would otherwise have taken place. Special meetings may be called at any time in the same manner and by the same persons as stated in Sections 16 and 17 of these bylaws for meetings of the Board of Directors.

The provisions of Sections 15 and 19 through 23 of these bylaws shall apply to committees, committee members and committee meetings as if the words "committee" and "committee member" were substituted for the word "Board of Directors", and "director", respectively, throughout such Sections.

[Sections 5211(c) and 5212]

Section 26. Advisory Committee. The Board of Directors may establish one or more Advisory Committees to the Board of Directors. The members of any Advisory Committee shall consist of non-directors appointed by the Board of Directors to serve at the pleasure of the Board of Directors. The Advisory Committee may not exercise the authority of the Board of Directors to make decisions on behalf of the Board of Directors, but shall be limited to making recommendations to the Board of Directors or the authorized representatives of the Board of Directors, and to implementing decisions and policies of the Board of Directors. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

Section 27. Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, this

corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, subject to the following limitations: (a) if the corporation has a Finance Committee, it must be separate from the Audit Committee; however the chairperson of the of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee; (b) members of the Audit Committee shall not receive any compensation from the corporation in excess of the compensation, if any, received by members of the Board of Directors for service on the board and shall not have a material financial interest in any entity doing business with the corporation. The President and Treasurer, if also members of the Board of Directors, may serve on the Audit Committee only if such persons are volunteers and are not compensated by the corporation.

The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board of Directors. These duties shall include but are not limited to the following:

- (a) Recommending to the Board of Directors the retention and termination of the independent auditor;
- (b) Negotiating the independent auditor's compensation, on behalf of the Board of Directors;
- (c) Conferring with the auditor regarding the corporation's financial affairs; and
- (d) Reviewing and accepting or rejecting the audit; and
- (e) Assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence (under Section 12586(e)(1) of the California Government Code).

[Section 12586(e) of the California Government Code]

ARTICLE V OFFICERS

Section 28. Officers. The corporation shall have a President, a Vice President, Secretary, a Treasurer, an Executive Director and such other officers with such titles and duties as the Board of Directors may determine, and each of them shall be appointed by the Board of Directors. Any two or more offices may be held by the same person, except that none of the Secretary, the Vice President, or the Treasurer may serve concurrently as the President.

[Sections 5151(c)(5) and 5213(a)]

Section 29. Subordinate Officers. The Board of Directors may elect, and may empower the President or any other officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in these bylaws or as the Board of Directors may from time to time determine.

[Section 5213]

Section 30. Appointment. All officers shall be chosen and appointed by the Board of Directors; provided, however, that the Board of Directors may empower the President of the corporation to appoint such officers, other than the President, Secretary or Treasurer, as the activities of the

corporation may require. All officers shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under a contract of employment.

[Sections 5151(c)(5) and 5213(b)]

Section 31. Inability to Act. In the case of absence or inability to act of any officer of the corporation or of any person authorized by these bylaws to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select, for such period of time as the Board of Directors deems necessary.

Section 32. Resignations. Any officer may resign at any time upon written notice to the corporation, without prejudice to the rights, if any, of the corporation under any contract to which such officer is a party. Such resignation shall be effective upon its receipt by the President, the Secretary or the Board of Directors, unless a different time is specified in the notice for effectiveness of such resignation. The acceptance of any such resignation shall not be necessary to make it effective unless otherwise specified in such notice.

[Section 5213(b)]

Section 33. Removal. Any officer may be removed from office at any time, with or without cause, but subject to the rights, if any, of such officer under any contract of employment, by the Board of Directors or by any committee to whom such power of removal has been duly delegated, or with regard to any officer who has been appointed by the President to Section 30 hereinabove, by the President or any other officer upon whom such power of removal may be conferred by the Board of Directors.

[Sections 5151(c)(5), 5212 and 5213(b)]

Section 34. Vacancies. A vacancy occurring in any office for any reason may be filled by the Board of Directors, in the manner prescribed by this Article of the bylaws for initial appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 35. President. The President shall be the chief executive officer of the corporation and shall have general supervision of the business and officers of the corporation, subject to the control of the Board of Directors. The President may sign and execute, in the name of the corporation, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation. The President shall have all the general powers and duties of management usually vested in the president of a corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors or these bylaws. The President shall have discretion to prescribe the duties of other officers and employees of the corporation in a manner not inconsistent with the provisions of these bylaws and the directions of the Board of Directors. The President is not the general manager of the corporation. The Executive Director is employed to handle the functions of the general manager.

[Section 5213(a)]

Section 36. Vice Presidents. In the absence or disability of the President, in the event of a vacancy in the office of President, or in the event such officer refuses to act, 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 on, the President. If at any such time the corporation has more than one vice president, the duties and powers of the President shall pass to each vice president in order of such vice president's rank as fixed by the Board of Directors or, if the vice presidents are not so ranked, to the vice president designated by the Board of Directors. The vice presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors or pursuant to Sections 30 and 31 of these bylaws or otherwise pursuant to these bylaws.

Section 37. Secretary. The Secretary shall:

- (a) Record or cause to be recorded, minutes of all meetings of the Board of Directors and committees of the Board of Directors, if any. Such minutes shall be kept in written form at the principal office or such other place as the Board of Directors may order.
- (b) Record or cause to be recorded, at the principal office of the corporation, or if the principal office is not in California, at its principal office in California, an original or copy of the Articles of Incorporation and these bylaws, as amended.
- (c) Give, or cause to be given, notice of all meetings of directors and committees of the Board of Directors, as required by law or by these bylaws.
- (d) Keep the seal of the corporation, if any, in safe custody.
- (e) Exercise such powers and perform such duties as are usually vested in the office of secretary of a corporation, and exercise such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or these bylaws.

If any assistant secretaries are appointed, the assistant secretary, or one of the assistant secretaries in the order of their rank as fixed by the Board of Directors or, if they are not so ranked, the assistant secretary designated by the Board of Directors, in the absence or disability of the Secretary or in the event of such officer's refusal to act or if a vacancy exists in the office of Secretary, shall perform the duties and exercise the powers of the Secretary and discharge such duties as may be assigned from time to time pursuant to these bylaws or by the Board of Directors.

Section 38. Treasurer. The Treasurer is the chief financial officer of the corporation and shall:

- (a) Be responsible for all functions and duties of the treasurer of the corporation.
- (b) Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account for the corporation.
- (c) Receive or be responsible for receipt of all monies due and payable to the corporation from any source whatsoever; have charge and custody of, and be responsible for, all monies and other valuables of the corporation and be responsible for deposit of all such monies in the name and to the credit of the corporation with such depositaries as may be

designated by the Board of Directors or a duly appointed and authorized committee of the Board of Directors.

- (d) Disburse or be responsible for the disbursement of the funds of the corporation as may be ordered by the Board of Directors or a duly appointed and authorized committee of the Board of Directors.
- (e) Render to the President and the Board of Directors a statement of the financial condition of the corporation if called upon to do so.
- (f) Exercise such powers and perform such duties as are usually vested in the office of chief financial officer of a corporation, and exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

If any assistant financial officer is appointed, the assistant financial officer, or one of the assistant financial officers, if there are more than one, in the order of their rank as fixed by the Board of Directors or, if they are not so ranked, the assistant financial officer designated by the Board of Directors, shall, in the absence or disability of the Treasurer or in the event of such officer's refusal to act, perform the duties and exercise the powers of the Treasurer, and shall have such powers and discharge such duties as may be assigned from time to time pursuant to these bylaws or by the Board of Directors.

Section 39. Executive Director. The Executive Director is the general manager of the corporation and shall be appointed by the Board of Directors. The Executive Director shall be under the direction and control of the Board of Directors and shall perform such duties as shall from time to time be delegated by the Board of Directors. The Executive Director may also act as an Assistant Secretary and as an Assistant Treasurer of the corporation in the discretion of the Board of Directors.

Section 40. Compensation. The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a director of the corporation.

[Sections 5210 and 5235]

ARTICLE VI

CONTRACTS, LOANS, BANK ACCOUNTS, CHECKS AND DRAFTS

Section 41. Execution of Contracts and Other Instruments. Except as these bylaws may otherwise provide, the Board of Directors or its duly appointed and authorized committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. Except as so authorized or otherwise expressly provided in these bylaws, no officer, 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 in any amount.

[See Section 5141]

Section 42. Loans. No loans shall be contracted on behalf of the corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors or its duly appointed and authorized committee. When so authorized by the Board of Directors or such committee, any officer or agent of the corporation may effect loans and advances at any time for the corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the corporation and, when authorized as aforesaid, may mortgage, pledge, hypothecate or transfer any and all stocks, securities and other property, real or personal, at any time held by the corporation, and to that end endorse, assign and deliver the same as security for the payment of any and all loans, advances, indebtedness and liabilities of the corporation. Such authorization may be general or confined to specific instances. Except as provided by Section 5236 of the California Corporations Code, this corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

[Section 5910 and 5236.]

Section 43. Bank Accounts. The Board of Directors or its duly appointed and authorized committee from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the Board of Directors, its duly appointed and authorized committee or by any officer or officers, agent or agents, of the corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors or its duly appointed and authorized committee may make such rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as are deemed advisable.

Section 44. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors or its duly appointed and authorized committee. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositaries may be made, without counter-signature, by the President the Vice President, the Treasurer, or any assistant financial officer, or by any other officer or agent of the corporation to whom the Board of Directors or its duly appointed and authorized committee, by resolution, shall have delegated such power or by hand-stamped impression in the name of the corporation.

Section 45. Contracts With Directors and Officers.

(a) No director or officer of the corporation, nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors, or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (i) the material facts regarding such director's or officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board of Directors prior to consideration by the

Board of Directors of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the vote or votes of such interested director(s) ; (iii) prior to authorizing or approving the transaction, the Board of Directors considers and in good faith determines after reasonable investigation under the circumstances that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to the corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an public or charitable program of the corporation if it: (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the corporation.

[Sections 5233 and 5234]

ARTICLE VII ANNUAL REPORT TO DIRECTORS

Section 46. Annual Report. The corporation shall provide to the directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 6322 of the California Corporations Code.

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

[Sections 6321 and 6322]

Section 47. Annual Statement of Specific Transaction to Members. This corporation shall mail, deliver, or send by electronic transmission to all directors a statement within one hundred and twenty (120) days after the close of the corporation's fiscal year which briefly describes the

amount and circumstances of any transaction, or indemnification or advances, of the following kind:

- (a) Any transaction involving more than \$50,000, or which was one of a number of transactions with the same persons involving, in the aggregate, more than \$50,000, in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest: (i) any director or officer of the corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or (ii) any holder of more than 10% of the voting power of the corporation, its parent, or its subsidiary.
- (b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of the corporation paid under Article X of these bylaws.

Any statement required by subpart (a) of this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

Any statement required by subpart (b) of this Section shall briefly describe the amount and circumstances of any such indemnifications or advances, unless such indemnification has already been approved pursuant to Section 60 of Article X of these bylaws.

[Sections 6322 and 8322]

ARTICLE VIII INSURANCE

Section 48. 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 (Section 5233 of the California Corporations Code) 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 Section 5238 of the California Corporations Codes.

[Section 5238(i)]

ARTICLE IX MISCELLANEOUS

Section 49. Fiscal Year. Unless otherwise fixed by resolution of the Board of Directors, the fiscal year of the corporation shall be April 1 to March 31 of each year.

Section 50. Directors' Inspection Rights. Each director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind of the corporation and any of its subsidiaries and to inspect the physical properties of the corporation and any of its subsidiaries. Such inspection may be made by the director in person or by agent or

attorney, and the right of inspection includes the right to copy and make extracts.
[Sections 6311, 6312, and 6334]

Section 51. Financial Audit. The corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine months after the close of the fiscal year to which the statements relate. For three years, such statements (a) shall be available at the corporation's principal, regional and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the corporation's website.
[Section 12586(e) of the California Government Code]

Section 52. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board of Directors or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by a proxy or power of attorney duly executed by such officer.

Section 53. Maintenance of Articles and Bylaws. The corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws.
[Section 5160]

Section 54. Maintenance of Other Corporate Records. The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) 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 or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.
[Section 6320]

Section 55. Bylaw Amendments. Except as otherwise provided by law, these bylaws may be amended or repealed and new bylaws may be adopted by the Board of Directors.
[Sections 5150 and 5151(b)]

Section 56. Time Notice Given or Sent. Whenever any notice is given or sent pursuant to these bylaws, the time such notice is deemed to have been given or sent shall be determined by reference to Section 5015 of the California Corporations Code.

Section 57. Construction and Definition. Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the California Corporations Code shall govern the construction of these bylaws. Without limiting the foregoing, "shall" is mandatory and "may" is permissive.

Section 58. References to Corporations Code. Unless otherwise specified, the section references

appearing in brackets at the end of certain paragraphs of these bylaws refer to the California Corporations Code. All material appearing in brackets at the end of certain paragraphs is intended solely for information and convenience of reference and is not to be construed as part of these bylaws.

ARTICLE X INDEMNIFICATION

Section 59. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, President, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying such positions, against all expenses, judgments, fines, settlement and other amounts actually and reasonably incurred by them in connection with any "proceeding" or "action" as these terms are used in Section 5238 of the California Corporations Code. The term "expenses", as used in this bylaw, shall have the same meaning as in Section 5238 of the California Corporations Code.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 60. Approval of Indemnity. On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct under Section 5238(b) or (c) of the California Corporations Code has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which the indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, then the person or persons seeking indemnification, or the corporation, or the attorney or other person rendering services in connection with the defense, may apply to the court in which the proceeding is or was pending requesting such a determination and authorization.

Section 61. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, reasonable expenses incurred by a person seeking indemnification under Sections 59 and 60 this Article in defending any proceeding covered by Sections 59 and 60 of this Article shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for such expenses.

ARTICLE XI EMERGENCY PROVISIONS

Section 62. General. The provisions of this Article shall be operative only during a national emergency declared by the President of the United States or the person performing the President's functions, or in the event of a disaster making it impossible or impracticable for the

corporation to conduct its business without recourse to the provisions of this Article. In such event, the provisions set forth in this Article shall override all other provisions of these bylaws that are in conflict with any provisions of this Article, and the provisions of this Article shall remain operative as long as it remains impossible or impracticable to continue the business of the corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to the provisions of this Article shall thereafter remain in full force and effect unless and until revoked by action taken in accordance with these bylaws other than this Article.

Section 63. Unavailable Directors. All directors of the corporation who are not available to perform their duties as directors by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be directors, with like effect as if such persons had resigned as directors, so long as such unavailability continues.

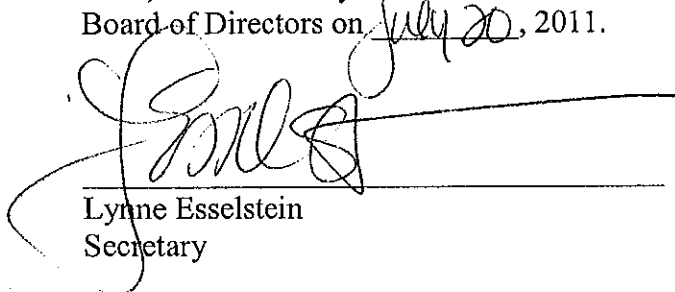
Section 64. Authorized Number of Directors. The authorized number of directors shall be the number of directors remaining after eliminating those who have ceased to be directors pursuant to Section 63 above.

Section 65. Quorum. The number of directors necessary to constitute a quorum shall be the majority of authorized directors described under Section 64 hereinabove.

Section 66. Directors Becoming Available. Any person who has ceased to be a director pursuant to the provisions of Section 63 and who thereafter becomes available to serve as a director shall automatically resume performing the duties and exercising the powers of a director unless the term of office of such person has expired in accordance with its original terms and a successor has been selected and qualified.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the Legal Aid Society of San Mateo County, a California nonprofit public benefit corporation, and the above Bylaws, consisting of 17 pages, are the Bylaws of this corporation as adopted on December 19, 2001, as amended by the Board of Directors on May 21, 2008, and amended and restated by the Board of Directors on July 20, 2011.



Lynne Esselstein
Secretary

Dated: Sept. 13, 2011