THE PRIORITY CENTER, ENDING THE GENERATIONAL CYCLE OF TRAUMA, INC.

A California Nonprofit Public Benefit Corporation

BYLAWS

Amended and Restated as of April 7, 2020

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BYLAWS OF

THE PRIORITY CENTER,

ENDING THE GENERATIONAL CYCLE OF TRAUMA, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE 1. OFFICES

The principal office of the corporation for the transaction of its business shall be located in Orange County, California, and the Board may designate a specific location within such county by resolution. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do so.

ARTICLE 2. OBJECTIVE AND PURPOSES

This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law (as may be amended from time to time, the "Code") exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings, properties, or assets of the organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the organization. No substantial part of the organization's activity will be legislative or lobbying activity. The organization will not intervene, either directly or indirectly, in political campaigns, including the campaigns of individuals seeking public office. At no time will the organization's purposes and activities be illegal or violate fundamental public policy. The primary objectives and purposes of this corporation shall be to aid in the prevention of child abuse.

ARTICLE 3. NO MEMBERS

This corporation shall make no provision for members; however, pursuant to Section 5310(b) of the Code, any action which would otherwise, under law or the provisions of the Articles of Incorporation or bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board.

ARTICLE 4. BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The corporation shall have no less than twelve (12) nor more than thirty-five (35) directors, and collectively they shall be known as the Board of Directors (the "Board"). The authorized number of directors shall be set within the boundaries described above from time to time by resolution of the Board. No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the organization 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 director; and (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 such person.

SECTION 2. POWERS

Subject to the provisions of the Code and any limitations in the Articles of Incorporation and bylaws of this corporation, the activities and affairs of this corporation shall be exercised by or under the direction of the Board.

SECTION 3. DUTIES

It shall be the duty of the Board and each of the directors to

(a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these bylaws;

(b) appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers and agents of the corporation;

(c) supervise all officers, agents and employees of the corporation to assure that their duties are performed properly; and

(d) meet at such times and places as required by these bylaws.

SECTION 4. TERMS OF OFFICE

Each director shall hold office for a term of two (2) years. Upon the expiration of a director's term, the Board shall act promptly to reappoint such director as appropriate; provided, however, that a director may not serve more than two (2) such two-year terms, unless the Executive Committee recommends (pursuant to these bylaws), and the Board approves, each additional appointment to a new two-year term.

SECTION 5. CHAIR OF BOARD

The Board shall designate a Chair of the Board (the "Chair") who shall perform the responsibilities of the Chair described in these bylaws. The Board may designate a new Chair at any time. Absent a new designation by the Board in the interim, the Chair shall serve a term of one (1) year. At the end of the one (1) term, a new Chair shall be elected by the Board.

SECTION 6. COMPENSATION

Directors shall serve without compensation but shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity unless such compensation is reasonable and is otherwise allowable under these bylaws.

SECTION 7. PLACE OF MEETINGS

Meetings of the Board shall be held at any place within or outside California that has been approved by a majority of the Board. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment, provided that all of the following apply:

(a) each director participating in the meeting can communicate concurrently with all other members;

(b) each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the organization; and

(c) the Board has adopted and implemented a means of verifying that (i) a person participating in the meeting is a director or other person entitled to participate in the Board meeting and (ii) all actions of or votes by the Board are taken or cast only by the directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board shall be held at least once every other month. Before the adjournment of each meeting, the directors shall advise the Secretary on advisable dates for the next regular meeting. At the annual regular meeting of the Board for the month of June, any vacancies existing on the Board shall be addressed by the Board.

SECTION 9. VACANCIES

Vacancies on the Board shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may be removed, either with or without cause, by the Board, at any time. Any director with an unexcused (as determined by the Chair) absence from three consecutive regularly scheduled Board meetings shall automatically be removed from the Board, and such director may not be reappointed to the Board within the six months following the date of such removal.

The Board 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 been found by a final order or judgment of any court to have breach any duty under Section 5230 and following of the Code. Any director may resign, effective upon (i) written notice delivered to the Chair, the Executive Director or the Secretary, or any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective or (ii) the Board's acceptance of an oral resignation tendered by such director. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General of the State of California.

Vacancies on the Board may be filled by a majority of directors then in office or by a sole remaining director. A person elected to fill a vacancy as provided in this Section shall hold office until the expiration of his or her term, or until his or her earlier death, resignation or removal from office.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board may be called by the Chair, the Executive Director, the Secretary or by any two directors, and such meetings shall be held at the time and place, within the County of Orange in the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation. All directors shall be notified of any such special meeting.

SECTION 11. NOTICE OF REGULAR AND SPECIAL MEETINGS

The Secretary shall provide notice of regular and special meetings of the Board, which shall be deemed given upon five (5) days prior written notice by first-class mail or forty-eight (48) hours prior notice delivered personally or by telegraph, facsimile or electronic mail. If sent by mail, telegraph, or facsimile, the notice shall be deemed to be delivered upon its deposit in the mails, confirmation of delivery from the sender's facsimile machine, or delivery to the telegraph company, as applicable. If sent by electronic mail, the notice shall be deemed to be delivered upon transmittal from the sender's electronic mailbox. Such notices shall be addressed to each director at his or her address, facsimile number or electronic mail address, as applicable, as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 12. CONTENTS OF NOTICE

Notices provided pursuant to Section 11 shall specify the location, date and time of the meeting, as well as the purpose of any special meeting.

SECTION 13. WAIVER OF NOTICE

Notice of any meeting may be waived in writing by a director at any time before or after such meeting, and all such waivers shall be filed with the minutes of the meeting.

SECTION 14. QUORUM

A majority of the number of directors in office shall constitute a quorum for the transaction of any business, except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the Code for certain acts (including those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238(e)). A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the Chair, or, if a Chair has not been designated by the Board or is absent from the meeting, the Executive Director (if the Executive Director is also a member of the Board), or, the in the absence of the Executive Director, a temporary chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding chairperson shall appoint another person to act as Secretary of the meeting. When conducting Board meetings, Robert's Rules of Order, Newly Revised, may be utilized as a guideline for procedure.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all directors shall consent in writing to such action. For the purposes of this Section only, "all directors" shall not include any "interested director" as defined in Section 5233 of the Code. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. NON-LIABILITY OF DIRECTORS

Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 5. OFFICERS

SECTION 1. DESIGNATION

The officers of this corporation shall be a President (who shall be referred to as the Executive Director), a Secretary (who shall also be a director) and a Treasurer (who shall be referred to as the Director of Finance). The Board may appoint additional officers by resolution. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in these bylaws or established by resolution of the Board. Any number of offices may be held by the same person, except that neither the Secretary nor the Director of Finance may serve concurrently as the Executive Director or the Chair.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICERS

Officers shall be elected by the Board annually and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve**,** or until his or her successor shall be elected and qualified.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Chair or to the Executive Director or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the corporation.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of Executive Director, such vacancy may be filled temporarily by appointment by the Executive Director until such time as the Board shall fill the vacancy.

SECTION 5. DUTIES OF EXECUTIVE DIRECTOR

The Executive Director shall be the chief executive officer of the corporation and shall, subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board. Unless another person is appointed as the Chair, he or she shall preside at all meetings of the Board, if he or she is also a member of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, he or she shall, in name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

SECTION 6. DUTIES OF SECRETARY

The Secretary shall

(a) certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date;

(b) keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Board and committees thereof, recording in such book of minutes the time and place of the meeting, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

(c) ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(d) act as custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these bylaws;

(e) exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney on request therefor, the bylaws and the minutes of the proceedings of the Board; and

(f) in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 7. DUTIES OF DIRECTOR OF FINANCE

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits and Funds," the Director of Finance shall

(a) have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board;

(b) receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;

(c) disburse or cause to be disbursed the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements;

(d) keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(e) exhibit at all reasonable times the books of account and financial records to any member of the Board, or to his or her agent or attorney, on request thereof;

(f) render to the Executive Director or any member of the Board, whenever requested, an account of any or all of his or her transactions as Director of Finance and of the financial condition of the corporation;

(g) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

(h) in general, perform all duties incident to the office of Director of Finance and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 8. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by the Compensation Committee, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director; provided, however, that such compensation paid to a director for serving as an officer of this corporation shall only be allowed if otherwise permitted by these bylaws. In all cases, any compensation received by officers of this corporation shall be reasonable and given in return for services actually rendered the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 6. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

There shall be an Executive Committee of the Board which shall consist of five (5) or more directors, who may also be serving as officers of this corporation. The Board may delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to the following:

(a) the approval of any action which, under law requires the approval of a majority of the entire Board;

(b) the filling of vacancies on the Board or on any committee which has the authority of the Board;

(c) the fixing of compensation of directors for serving on the Board or any committee;

(d) the amendment or repeal of bylaws or the adoption of new bylaws;

(e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) the appointment of committees of the Board or the members of such committees;

(g) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and

(h) the approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the Code.

In the absence of a specific delegation of power or authority from the Board, the Executive Committee may make any recommendation to the Board concerning the management of the business and affairs of the corporation. The Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease (but not below five (5)) the number of directors serving on the Executive Committee, and may fill vacancies on the Executive Committee. The Executive Committee is specifically charged with (i) evaluating the performance of individual directors who desire to extend their term past the term limits described in Article 4, Section 4 of these bylaws and (ii) developing and maintaining specific criteria by which the performance of such directors is measured for purposes of determining whether to recommend to the Board the extension of such term.

SECTION 2. COMPENSATION COMMITTEE

There shall be a Compensation Committee of the Board which shall consist of three (3) or more independent directors (none of whom may be employed by the corporation or have a conflict of interest with respect to compensation of the officers of the corporation). The purposes of the Compensation Committee shall be to discharge the responsibilities of the Board relating to compensation of the corporation's Executive Director and other officers. Specific duties and responsibilities of the Compensation Committee shall include the following:

(a) evaluating the performance of the Executive Director and other officers in light of approved performance goals and objectives;

(b) obtaining and relying on appropriate data (i.e. information that is sufficient for the Compensation Committee to determine whether the transaction is reasonable) to ensure that compensation of the corporation's officers is reasonable and comparable to that received by officers of similar charitable organizations;

(c) setting the compensation of the Executive Director and other officers based upon such evaluations and appropriate data; and

(d) adequately documenting the basis for its determination concurrently with making its determination (in no event later than the earlier of (i) 15 days after the determination and (ii) the date of the next meeting of the Compensation Committee after the determination was made) and approving such records as reasonable, accurate and complete within a reasonable time thereafter. Such documentation shall include:

    (i) the terms of any compensation;

    (ii) the date on which such terms were approved;

    (iii) the members of the Compensation Committee present during consideration of such terms;

    (iv) the members of the Compensation Committee who voted on such terms;

    (v) the comparability data that the Compensation Committee relied on and how it was obtained; and

(vi) if the Compensation Committee determines that the compensation terms considered involve economic benefits higher or lower than the comparability data would indicate, the reasons for this determination.

SECTION 3. AUDIT COMMITTEE

There shall be an Audit Committee of the Board which shall consist of three (3) or more independent directors (none of whom may be employed by the corporation or have a conflict of interest with respect to compensation of the officers of the corporation) who shall in the judgment of the Board have the ability to read and understand the corporation's basic financial statements or shall at the time of appointment undertake training for that purpose if the Board deems it necessary. At least one member of the Audit Committee shall in the judgment of the Board have accounting or related financial management expertise. The purposes of the Audit Committee shall be oversight of (a) the integrity of the corporation's financial statements and internal controls, (b) the corporation's compliance with legal and regulatory requirements, and (c) the corporation's accounting firm's qualifications and independence. The Audit Committee shall meet at least twice each fiscal year and at such other times as it deems necessary to fulfill its responsibilities. The Audit Committee shall periodically meet separately, in executive session, with management and the corporation's accounting firm. The Audit Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. Specific duties and responsibilities of the Audit Committee shall include the following:

(a) selecting and retaining the corporation's accounting firm, and evaluating and/or terminating the retention of that firm when appropriate;

(b) pre-approving all services to be performed by the corporation's accounting firm and establishing policies and procedures for the engagement of such firm to provide services;

(c) at least annually, considering the independence of the corporation's accounting firm;

(d) reviewing with the corporation's accounting firm: (i) the scope and results of such firm's services, (ii) any problems or difficulties that such firm encountered in the course of performing its services, and management's response, and (iii) any questions, comments or suggestions such firm may have relating to the internal controls and accounting practices and procedures of the corporation;

(e) reviewing the status of the corporation's compliance with laws, regulations, and internal procedures; and

(f) establishing procedures for the confidential and anonymous receipt, retention and treatment of complaints regarding the corporation's accounting and internal controls, as well as for the confidential, anonymous submissions by employees of the corporation of concerns regarding questionable accounting matters.

SECTION 4. OTHER COMMITTEES

The Board may from time to time designate by resolution one or more other committees, and may delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted by the Code.

SECTION 5. ADVISORY COMMITTEES

The Board or Chair may from time to time designate by resolution one or more advisory committees, which may consist of persons who are not directors. Such committees shall act solely in any advisory capacity to the Board and shall be clearly titled as "advisory" committees.

SECTION 6. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the Board, with such changes in the context of such provisions as are necessary to substitute the committee and its members for the Board and its members. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws. All committees of the Board shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

ARTICLE 7. INDEMNIFICATION

To the fullest extent permitted by law, this corporation (a) shall indemnify its directors and officers, including persons formerly occupying any such positions, and (b) may indemnify (and shall indemnify if required by the Code) its employees and other persons described in Section 5238(a) of the Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in Section 5238(a) of the Code, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this Article, shall have the same meaning as in Section 5238(a) of the Code.

ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Director of Finance and countersigned by a different officer of the corporation; provided, however, that any such evidence of indebtedness in an amount greater than $5,000 (except for insurance, rent and payroll tax payments) shall be signed by the Director of Finance and countersigned by the Chair of the Board or two (2) other directors.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time for the credit of the corporation in such banks, trusts, or other depositories as the Board may select.

SECTION 4. GIFTS

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable purpose of this corporation.

ARTICLE 9. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California the following:

(a) minutes of all meetings of the Board and committees thereof 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 account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) a copy of the corporation's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to read and review all books, records and documents of every kind and to inspect the physical properties of the corporation, with the exception of client files.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to make extracts, with the exception of client files.

SECTION 5. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors, which shall describe the following:

(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 6 of this Article.

The annual report shall be accompanied by any report thereon 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.

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTION

This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation, or its parent or its subsidiary was a party, and in which any director or officer of the corporation, or its parent or subsidiary has a direct or indirect material financial interest (provided that a mere common directorship shall not be considered a material financial interest).

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars ($50,000.00) or which was one of a number of transactions with the same person involving, in the aggregate, more than fifty thousand dollars ($50,000.00). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars ($10,000.00) paid during the previous fiscal year to any director or officer.

Any statement required at 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 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.

ARTICLE 10. FISCAL YEAR

The fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

ARTICLE 11. AMENDMENT AND REVIEW OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of California Nonprofit Public Benefit Corporations, these bylaws, or any portion thereof, may be altered, amended, or repealed and new bylaws adopted by approval of the Board. The Board shall review these bylaws at least once every two years to determine whether any amendments should be made.

ARTICLE 12. AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation may be adopted by the approval of the Board; however, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit corporation" pursuant to Section 6210 of the Code.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of The Priority Center, Ending the Generational Cycle of Trauma, Inc., a California Nonprofit Public Benefit Corporation, and that the above bylaws, consisting of 14 pages, are the bylaws of this corporation as adopted at a meeting of the Board held on April 7, 2020.

DATED: ______________________________ ______________________________________
Colleen Rogers, Secretary